ROCKY

by Sylvester Stallone

Chartoff-Winkler Productions, Inc.
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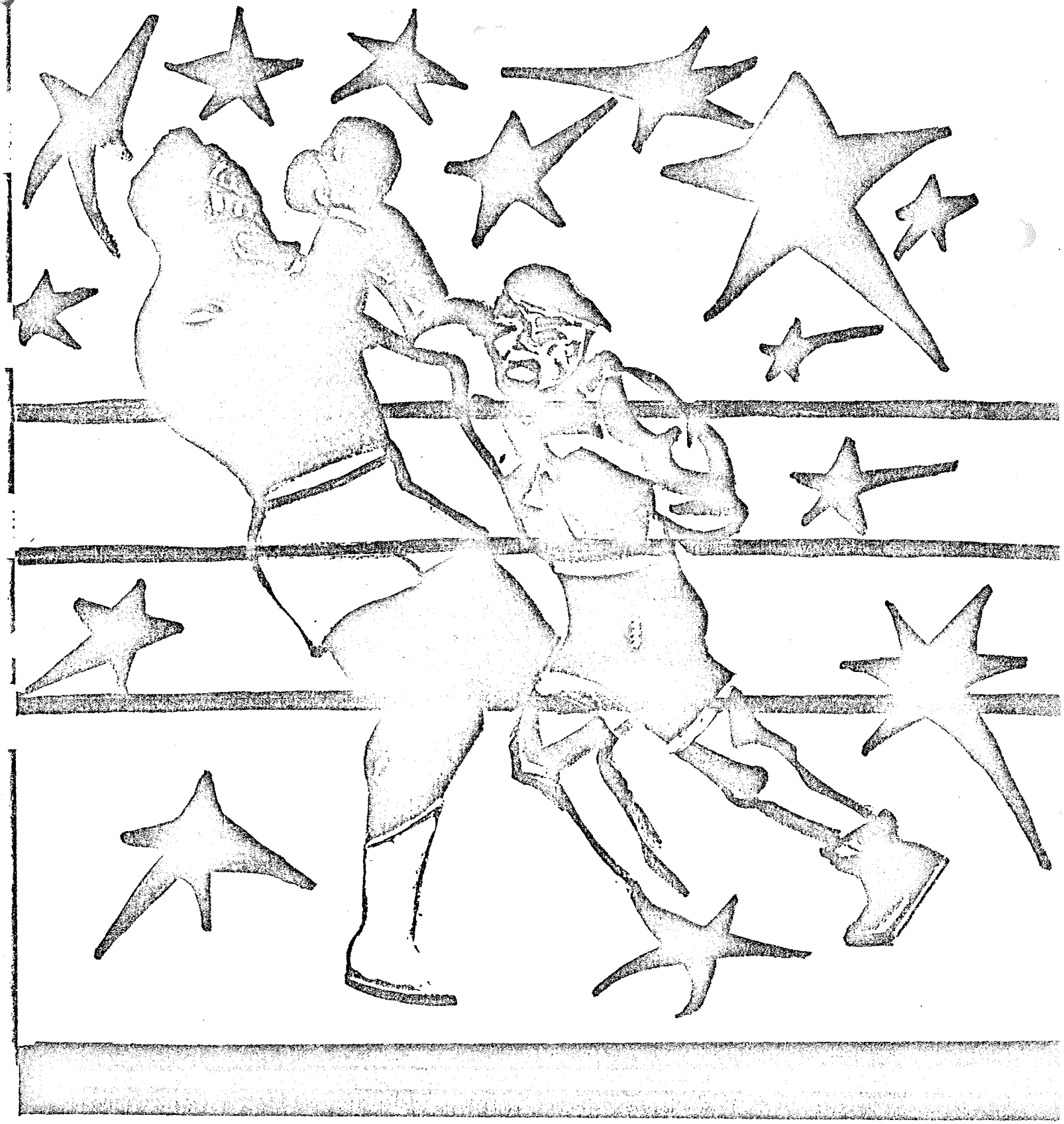

SCENE 1 (OVER CREDITS)

THE BLUE HORIZON FIGHT CLUB IN PHILADELPHIA ... THE CLUB ITSELF RESEMBLES A LARGE UNEMPTIED TRASHCAN. THE BOXING RING IS EXTRA SMALL TO INSURE CONSTANT BATTLE. THE LIGHTS OVERHEAD HAVE BARELY ENOUGH WATTAGE TO SEE WHO IS FIGHTING.

IN THE RING ARE TWO HEAVYWEIGHTS, ONE WHITE THE OTHER BLACK. THE WHITE FIGHTER IS ROCKY BALBOA.

... HE IS THIRTY YEARS OLD.

... HIS FACE IS SCARRED AND THICK AROUND THE NOSE.

... HIS BLACK HAIR SHINES AND HANGS IN HIS EYES.

ROCKY FIGHTS IN A PLODDING, MACHINE-LIKE STYLE. THE BLACK FIGHTER DANCES AND BANGS COMBINATIONS INTO ROCKY'S FACE WITH GREAT ACCURACY. BUT THE PUNCHES DO NOT EVEN CAUSE ROCKY TO BLINK ... HE GRINS AT HIS OPPONENT AND KEEPS GRINDING AHEAD.

THE PEOPLE AT RINGSIDE SIT ON FOLDING CHAIRS AND CLAMOR FOR BLOOD ... THEY LEAN OUT OF THEIR SEATS AND HECKLE THE FIGHTERS. IN THE THICK SMOKE THEY RESEMBLE SPECTRES. EVERYONE IS HUSTLING BETS ... THE ACTION IS EVEN HEAVIER IN THE BALCONY. A HOUSEWIFE YELLS FOR SOMEBODY TO COVER A TWO DOLLAR BET.

THE BELL RINGS AND THE FIGHTERS RETURN TO THEIR CORNER ... SOMEBODY HEAVES A BEERCAN INTO THE RING.

THE BLACK FIGHTER SPITS SOMETHING RED IN A BUCKET AND SNEERS ACROSS THE RING AT ROCKY.

BLACK FIGHTER
(To cornerman) ... I'm gonna bust his head wide open!

IN ROCKY'S CORNER HE IS BEING ASSISTED BY A SHRIVELED, BALDING CORNER MAN, WHO IS AN EMPLOYEE OF THE CLUB ... HE WORKS ON ROCKY WITHOUT ANY ENTHUSIASM.

CORNERMAN
(Lackluster) ... Ya waltzin' - Personally think ya oughtta give the suckers some action.

ROCKY
Hey -

CORNERMAN
(Overriding) Personally I think ya look like a bum tonight -

ROCKY
Just gimme the water.

A FIGHT FAN RUSHES UP TO ROCKY. IT IS AN OLD MAN WITH YELLOW TEETH AND WEARING SUNGLASSES.

FAN
Got a hundred bucks ridin' that the fight don't go past three.

ROCKY
A safe bet.

THE OLD FAN SMILES AND REJOINS HIS FRIENDS.

CORNERMAN
Hey, ya want some advice?

ROCKY
... I just want the mouthpiece.

THE BELL RINGS ... ROCKY QUICKLY MAKES THE SIGN OF THE CROSS AND NODS HIS HEAD IN REVERENCE ... THE FIGHTERS ENGAGE IN BATTLE TO THE DELIGHT OF THE GOULISH FANS.

THE BLACK FIGHTER GRABS ROCKY IN A CLINCH AND PURPOSELY BUTTS HIM... THE BUTT OPENS A CUT ON ROCKY'S FOREHEAD.

ROCKY BECOMES FURIOUS OVER THE FOUL AND DRIVES A FLURRY OF SLEDGEHAMMER BLOWS INTO THE MAN'S BODY... THE IMPACT IS STUPENDOUS. ROCKY CATCHES HIS OPPONENT FLUSH ON THE JAW AND THE BLACK MAN IS OUT FOR THE NIGHT.

THE FIGHT FANS CHEER AND MONEY CHANGES HANDS ... THE REFEREE DOES NOT BOTHER TO EVEN COUNT THE BLACK FIGHTER OUT. ROCKY SLIPS ON A TATTERED ROBE. EMBROIDERED CLUMSILY ON THE BACK IS, "THE ITALIAN STALLION".
ROCKY WALKS OVER TO THE BLACK MAN'S CORNER AND ADDRESSES THE CORNERMAN.

ROCKY
... God punished him for fightin' dirty.

THE TITLE CREDITS END.

SCENE 2

ROCKY IS ON THE SUBWAY HEADING TO SOUTH PHILLY ... THE CAR IS EMPTY EXCEPT FOR ROCKY AND AN OLD THIN BLACK WOMAN. THE BLACK WOMAN SIPS WINE AND STUDIES ROCKY'S BRUISED AND SWOLLEN FACE. ROCKY LOOKS SLIGHTLY SELF-CONSCIOUS.

ROCKY
(Almost apologetic) I'm a fighter.

BLACK WOMAN
(Drunk and sleepy) ... Yo' iz a accident.

SCENE 3 AND 4

ROCKY WALKS AWAY FROM THE SUBWAY STOP AND HEADS INTO A DELI.

A MOMENT LATER HE LEAVES THE STORE WITH A SIX PACK OF BEER ... HE OPENS A BEER AND STROLLS LAZILY DOWN THE STREET. HE PASSES A PAIR OF HIGH-HEELED HOOKERS. THEY WAVE ... A WINO IS CURLED IN FRONT OF A DIRTY BOOK STORE ... ROCKY PLACES A BEER IN FRONT OF THE SLUMBERING WINO AND CONTINUES HOMEWARD.

SCENE 5

ROCKY APPROACHES A STREET CORNER WHERE FOUR MEN ARE DRINKING AND SINGING ACAPELLA ... BEHIND THEM FLASHES A SIGN, "RED SHOE TAVERN."

ROCKY KNOWS THE MEN. THEY ARE DINO, TONY, BOBBY, PHIL. THEY ARE IN THEIR EARLY THIRTIES. IT IS OBVIOUS FROM THEIR SMOOTHNESS AND MOVEMENT, THEY HAVE BEEN SINGING TOGETHER A LONG TIME.

TONY
Yo, Rock - Where ya been?

ROCKY
Where I been? - I been fightin'.
Did wonderfully tonight - Ya shoulda been there.

DINO STEPS FORWARD. HE IS VERY HAIRY AND RESEMBLES A MONKEY.

DINO
We been busy.

TONY
We was auditioning for the Met.
(Points at Rocky's eye) Look at this face. Did ya win?

ROCKY
(Holding up the beer) Would I be celebratin' if I got nailed?

AN OLD WINO STUMBLES PAST MUMBLING AT NO ONE IN PARTICULAR.

WINO
... Kiss my ass - Kiss my ass.

THE WINO STUMBLES INTO THE BAR. THE MEN IGNORE HIM.

ROCKY
Yo, I saved a seat for you guys an' everythin'. Why didn't ya show?

TONY
Yo - We're busy rehearsin' ... Let's sing.

ROCKY
My lips are sore.

DINO
(Tightly) Then blow it out ya crooked beak.

ROCKY
Crooked beak, huh? (Eyes Dino's kinky hair) Y'know, the hair that ya cultivate on ya head grows wild on my legs.

DINO
(Inflamed) Ya talkin' 'bout my hair?

ROCKY
(Smiles) ... C'mon, Dino, ya beautiful!

ROCKY GRABS HIM IN A PLAYFUL HEADLOCK AND KISSES THE TOP OF HIS HAIRY HEAD. EVEN DINO HAS TO LAUGH.

THE MEN BEGIN SINGING, "PENNIES FROM HEAVEN." ROCKY SINGS BASS VERY WELL... THE SCENE FADES AS THE MUSIC FILLS THE STREET.

SCENE 6

A SHORT WHILE LATER ROCKY APPROACHES HIS APARTMENT LOCATED IN THE MOST DEPRIVED SECTION OF SOUTH PHILLY. HE KICKS AWAY THE LITTER THAT HAS GATHERED AGAINST THE APARTMENT STEPS AND ENTERS.

THE NARROW HALLWAY IS PAINTED OLIVE BROWN. A SINGLE LIGHT BULB ILLUMINATES THE GLOOMY CORRIDOR.

ROCKY ENTERS. THE ONE ROOM APARTMENT IS DRAB WITH A CURLING BOXING POSTER OF ROCKY MARCIANO TACKED ON THE WALL ... NAILED AGAINST THE FAR WALL IS A MATTRESS. THE MATTRESS IS USED AS A PUNCHING BAG. STUFFING SPILLS OUT OF THE CENTER.

ROCKY DROPS HIS COAT ON THE FLOOR AND CROSSES TO A SMALL TURTLE BOWL.. HE FEEDS THE CREATURES.

ROCKY
Ya got the easy life.

ROCKY STARTS TO BOIL A PAN OF WATER ON HIS HOT PLATE, THEN PLACES AN OLD 45RPM RECORD ON A BATTERED PHONOGRAPH. THE RECORD IS A FIFTIES TUNE, "I ONLY HAVE EYES FOR YOU".

... AS THE CRACKLING MUSIC BEGINS, ROCKY PICKS UP HIS HAIR BRUSH. USING IT LIKE A MICROPHONE, HE MIMES TO THE RECORD. HE ASSUMES THE POSTURE OF A FAMOUS SINGER CROONING TO THOUSANDS OF ADORING FANS ... HE THEN SWITCHES INTO A BULLISH FIGHTING STANCE AND THROWS SEVERAL PUNCHES.

THE WATER BOILS. ROCKY SOAKS HIS BADLY SWOLLEN HANDS.

SCENE 7

THE FOLLOWING MORNING AT FIVE A.M. ROCKY'S ALARM CLOCK EXPLODES ... HE STUMBLES OUT OF BED AND GOES INTO THE BATHROOM. THE LIGHT GOES ON, ROACHES SCATTER ... ROCKY LOOKS AT HIS REFLECTION AND SQUINTS AT THE BRUISED SIGHT.

SCENE 8

A SHORT WHILE LATER ROCKY IS WALKING ALONG THE WATERFRONT. HE HAS A BANDAID OVER ONE EYE. HE LOOKS AT THE RUGGED STEVADORS GOING ABOUT THEIR BUSINESS ... HE STUFFS HIS HANDS IN HIS CHEAP WOOL JACKET AND APPROACHES A SHIP BEING UNLOADED.

ROCKY PASSES TWO THICK MAFIA TYPES LEANING AGAINST A PARKED CAR. THESE MEN LOOK LIKE BLOOD DRINKERS.

MAFIA #1
Yo, Rock - How's your Boss?

ROCKY
Real good.

MAFIA #2
Fightin' again?

ROCKY
Yeah, here an' there.

MAFIA #1
Mebbe we make some money together soon - Give ya boss my best.

ROCKY NODS AND MOVES AWAY. HE NEARS A HEAVY MAN WORKING THE CRANE. THE HEAVY MAN'S EXPRESSION BECOMES APPREHENSIVE. HE STOPS THE CRANE AND HURRIES TOWARDS THE SHIP'S HOLE. ROCKY HAS SEEN THIS AND DASHES UP THE GANG PLANK TO CUT HIM OFF. THE MAN ENTERS THE SHIP'S HOLE AND RUNS PAST DARK STACKS OF CRATES AND COFFEE BEANS.

ROCKY SPRINTS AFTER HIM. HE LUNGES AND FLINGS THE MAN AGAINST A WALL OF STACKED BAGS.

FATS
(Shields his face) Please - Don't hit the face! Not the face!

ROCKY
... Mr. Gazzo says you're behind in your payments.

THE STEVADORS IGNORE THE SCENE.

FATS
Gimme a break!

ROCKY
Mr. Gazzo wants the two hundred, now.

FATS
(Emptying his pockets) Honest to God, I'm broke.

ROCKY
... Mr. Gazzo says I should get two hundred or break the thumb.

FATS
Christ, don't bust my thumb, I need my hands.

AT WIT'S END THE MAN PICKS UP A LARGE METAL HOOK USED BY STEVADORS. ROCKY REMAINS COOL.

ROCKY
Goin' fishin'?

THE MAN DROPS THE HOOK.

ROCKY
What's ya name again?

FATS
Bob.

ROCKY
Look, Bob, if ya wanna dance, ya gotta pay the band - If ya borrow, ya gotta pay the man ... Me, I'm not emotionally involved.

ROCKY'S DETERMINED EXPRESSION STRIKES HOME. THE FAT MAN QUICKLY FUMBLES THROUGH HIS POCKETS AND HANDS OVER A SMALL WAD OF BILLS.

ROCKY
(Counting) A hundred an' thirty.

FATS
That's it, I'm broke.

ROCKY
That's it? - Completely?

FATS
That's it.

ROCKY
What about for food an' stuff?

FATS
You got my food in ya hand.

ROCKY LOOKS ALMOST SYMPATHETICLY INTO THE FAT MAN'S FLUSHED EXPRESSION.

ROCKY
... Y'know, you should always plan ahead.

ROCKY DIGS HIS HANDS INTO HIS JACKET AND WALKS OFF INTO THE CHILLY DAWN LIGHT.

SCENE 9

LATER THAT MORNING ROCKY PASSES "ANIMAL TOWN PET SHOP" IN SOUTH PHILLY...THE SHOP IS NOT VERY PROSPEROUS LOOKING. IN THE WINDOW HANGS A SIGN READING, "TODAY'S SPECIAL - MIXED KITTENS - $1.50" ... ROCKY STOPS AT THIS SHOP EVERY MORNING. HE STARES AT A LITTER OF LHASA APSA PUPPIES. HE TAPS THE WINDOW AND WHISTLES. HE SEES A GIRL BEHIND THE COUNTER AND PRESSES HIS FACE AGAINST THE WINDOW AND DOES HIS IMPRESSION OF THE HUNCHBACK OF NOTRE DAME. THE GIRL NERVOUSLY LOOKS AWAY.

THE GIRL BEHIND THE COUNTER IS ADRIAN KLEIN.
... SHE IS NOT VERY ATTRACTIVE, BUT PLEASANT LOOKING.
... THIRTY YEARS OLD.
... BROWN HAIR PULLED BACK.
... LIGHT SKINNED.
... SHE WEARS GLASSES.

ROCKY REALLY STOPS BY TO FLIRT WITH ADRIAN, BUT SHE IS SO PAINFULLY SHY NOTHING EVER GETS STARTED ... ROCKY ENTERS.

ROCKY
(Brightly) How ya feelin' this mornin'? - Fulla life?

ADRIAN
(Low) ... Fine.

ROCKY
How's the turtle food this week?

ADRIAN
(Very shyly) ... Fine.

ROCKY
(Mock annoyance) Me, I'm kinda aggravated.

ADRIAN
I'm sorry.

ROCKY
Ain't your fault - But I'm kinda disturbed - Wanna hear this?

ADRIAN NODS SLIGHTLY. THOUGH SHE IS CHARMED BY ROCKY SHE IS DEFINITELY INTIMIDATED BY THE MAN.

ROCKY
The last food I got here had more mothes than flies - The mothes get caught in my turtles throat an' makes them cough. (Demonstrates the cough) ... A little cough. I gotta pat'em on the back of the shell -

ADRIAN SMILES AT THE RIDICULOUS STORY ... JUST AS ROCKY IS GETTING THROUGH TO THE GIRL THE OWNER STEPS OUT.

OWNER
(Pleasant) Adrian, go please check the hamster food in stock - I think we're low - Good morning Rocky.

ROCKY
(Dully) Yo ...

ROCKY UNHAPPILY WATCHES ADRIAN ENTER THE REAR OFFICE ... HE EXITS.

SCENE 10

IT IS TEN AM AND "ANDY'S ITALIAN-AMERICAN BAR" IS HALF FILLED WITH DRINKERS.

THE BARROOM IS FURNISHED IN INEXPENSIVE, CLASSICLY, PRE-WORLD WAR II FURNITURE. DUSTY CEILING FANS LINE THE ROOM. FROM EACH FAN HANGS A STARTING STRING WITH A YELLOWED BEER COASTER ATTACHED ... THE LACLUSTER MIRROR IS COMPLETELY FRINGED BY BEER COMPANY DECALS. TACKED ON THE WALL IN NO PARTICULAR DESIGN ARE MANY FRAMED SPORTING PICTURES.

SEVERAL DRINKERS MOAN HELLO AS ROCKY STROLLS PAST THEM.

DRINKER
Buy me a shot, Rocky.

DRINKER #2
Don't be a cheap bastard, buy your pals a drink.

ROCKY ARRIVES AT THE REAR BOOTH ... HE HANDS OVER THE MONEY. GAZZO TAKES IT.

ROCKY
He only had a hundred an' thirty. - But I think he's good for the rest next week, Mr. Gazzo.

GAZZO
(Smoothly) Bob's good for it ... That's it for today, Rocky.

GAZZO HANDS ROCKY A TWENTY.

GAZZO
Tomorrow collect from Del Rio - He's late three weeks. How'd ya do last night?

ROCKY
... Fine.

GAZZO LOOKS AT ROCKY'S BRUISED FACE AND SMILES.

BODYGUARD
Did ya get the license number?

ROCKY
Of wa?

BODYGUARD
... Of the truck that run over your face.

THE BODYGUARD AND ROCKY HAVE ALWAYS BEEN BITTER TOWARDS ONE ANOTHER ... THE HUGE BODYGUARD STARES AT HIM WITH A CHALLENGING EXPRESSION.

ROCKY MOVES AWAY FROM THE TABLE. --GAZZO THROWS A FRIENDLY MOCK PUNCH AT HIM...ROCKY PARRYS. THEY EXCHANGE SMILES AND ROCKY EXITS.

GAZZO
... The Rock's a good kid.

BODYGUARD
(Emotionless) ... A meatbag.

SCENE 11

AN HOUR LATER ROCKY STROLLS TOWARDS GOLDMILL'S GYM. ON THE WAY HE PASSES SEVERAL FAMILIAR PEOPLE AND EXCHANGES WAVES ...ROCKY NOW PASSES A MIDDLEAGED IRISHMAN RUNNING A SOFT PRETZEL STAND ... HIS NAME IS RUDY. IT IS APPARENT FROM HIS FACE HE WAS A PRIZE FIGHTER.

RUDY
(Very punchy) Did ya drop'im, Rock?

ROCKY
Rudy, I done it in the third.

RUDY
What'd ya use?

ROCKY
Like ya showed me - Right hook combo

RUDY
(Delighted) Just what I woulda done.

ROCKY CONTINUES TOWARDS THE GYM. RUDY TURNS TO AN IMAGINARY CUSTOMER. HE NODS TOWARDS ROCKY.

RUDY
... Like a brick.

SCENE 12

GOLDMILL'S GYM IS SURROUNDED BY BARS AND A COUPLE GREASY SPOONS. OUT FRONT A CROWD OF YOUNG BLACKS TALK AND JIVE AMONG THEMSELVES. TWO WINOS LEAN AGAINST THE ENTRANCE.

ROCKY ENTERS THE GYM ... THE PLACE IS NEARLY FULL. THE MEASURED BEAT OF SKIP-ROPES AND THROBBING SPEED BAGS MAKES THE ROOM COME ALIVE, LIKE IT WERE A MINDLESS PIECE OF MACHINERY. OVER THE LOUD SPEAKER MUSIC BY THE ISLEY BROTHERS BLARES OUT ... THE MUSIC ADDS A BACKGROUND TO THE CLANG OF THE AUTOMATIC TIMERS, SNORTING SPARRING PARTNERS AND THE THUDDING OF HEAVY BAGS.

THE ROOM IS DIVIDED - FIFTY PERCENT BLACK,- THIRTY-FIVE PERCENT LATIN - TEN PERCENT WHITE -FIVE PERCENT OTHER.

AS ROCKY WALKS THROUGH THE GYM MANY OF THE FIGHTERS PAUSE TO WAVE AND YELL GREETINGS.

FIGHTER #1
Hey, hear ya knocked Spider Rice out in the sixth?

ROCKY
The third.

ROCKY PASSES ANOTHER FIGHTER WORKING THE HEAVY BAG.

FIGHTER
(Removing a glove) Hey, Rock, touch my hand.

ROCKY
How come?

FIGHTER
C'mon, it's important.

ROCKY TOUCHES THE FIGHTER'S BARE HAND.

FIGHTER
Can ya tell I just whacked off?

ROCKY LAUGHS AND THROWS A MOCK PUNCH ... ROCKY ENTERS THE LOCKER ROOM.

THE DRESSING ROOM IS LINED WITH DENTED BLACK LOCKERS ... A SPLINTERING WOODEN BENCH STRETCHES FROM ONE WALL TO THE OTHER ... ON THE WALL IS A SIGN THAT READS "NO KISSING."

ROCKY GOES TO HIS LOCKER. HIS COMBINATION LOCK WON'T OPEN. ANNOYED, HE SHAKES IT. NOTHING. HE HITS IT WITH THE SIDE OF HIS HAND. NOTHING. HE BEGINS KICKING THE LOCK LIKE A MULE...THE NOISE IS DEAFENING SEVERAL FIGHTERS LOOK IN AND LAUGH.

FIGHTER
Go for the kidneys!

A SHORT POWERFUL WOMAN OF THIRTY-FIVE ENTERS. HER HAIR LOOKS LIKE IT HAS BEEN SHAPED WITH HEDGE CLIPPERS. HER NAME IS MIKE.

ROCKY
Yo, Mike - This locker's causin' problems.

MIKE
(Hard and tinny) It ain't your locker no more.

ROCKY
Whatta ya talkin' about? I always used it.

MIKE
We moved you to a smaller one - Now, ya got complaints? - Talk to my father.

ROCKY STEPS OUT OF THE LOCKER ROOM ... MIKE LEANS HER HEAD INTO THE SHOWER ROOM. TWO LATIN FIGHTERS ARE LATHERING UP.

MIKE
No wonder you guys never win - Ya got no balls.

SHE LAUGHS AND EXITS THE LOCKER ROOM.

THE OWNER, MICKEY GOLDMILL, SITS ON A STOOL NEAR THE ENTRANCE. HE WEARS A BAGGY SUIT ... HE IS IN HIS LATE SEVENTIES AND RESEMBLES THE LATTER DAY GEORGE RAFT.

ROCKY APPROACHES ... GOLDMILL SEEMS BORED WITH LIFE. HE SPEAKS TO ROCKY WITHOUT RESPECT.

ROCKY
How ya doin', Mickey?

MICKEY
(Monotoned) Still workin' on my first million, kid - See the fight last night?

ROCKY
No, I was busy scrapin'myself.

MICKEY
Apollo Creed tore that British Champ bad.

ROCKY
(Low) Creed's a great boxer.

MICKEY
(Spitting in the corner) Them coloreds think he's the second coming.

ROCKY
(Mind drifting) Maybe, I dunno - I was talkin' with ya beautiful daughter - Hey, Mick, how come I been put outta my locker?

MICKEY
Dipper needed it.

ROCKY TURNS AND LOOKS AT DIPPER SPARRING...DIPPER IS A YOUNG, MUSCULAR HEAVYWEIGHT WITH A MEAN EXPRESSION.

ROCKY
Yo - It took me two months to learn the combination.

MICKEY
Dipper's a contender. I wanna keep'im happy. You understand.

ROCKY
... Yeah.

ROCKY PAUSES TO WATCH A YOUNG MIDDLEWEIGHT TIME-SKIP AS HIS TRAINER SINGS, "FASCINATIN" RHYTHM."

MICKEY
Those guys oughta quit the fight racket an' become a duo. Woulda scored big on Ted Mack ... Why don't you get yourself back in serious trainin'?

ROCKY
Come May I'm thirty-one.

MICKEY
Didn't know you were so near to death.

ROCKY
The legs are goin'.

MICKEY
Ya fight last night?

ROCKY
Yeah - Spider Rice. Blackout in the third.

MICKEY
Makes you 65 and 20, right?

ROCKY
(Delighted) Hey, how can you remember my record like that?

MICKEY
The body's old, but the mind is Twenty-one - I remember all my boy's fights.

ROCKY
Fights? Who'd I ever really fight? ... Bums an' tankers.

MICKEY
(Matter of factly) It's a livin'.

ROCKY
Fightin' fifth on the card in local pits for seventy-five bucks ain't such a good livin', Mick - Fightin' for me now is like a hobby.

MICKEY
Ya want the truth - Ya fight like an ape. No style, but heart. But keep trainin', I like havin' ya pretty face around.

LAUGHING, ROCKY MOVES AWAY. MICKEY LEANS OVER TO HIS FRIEND.

MICKEY
(Gesturing towards Rocky) Known him since he was fifteen - Shoulda been a plummer.

ROCKY MOVES TOWARDS THE FAR RING ... HE IS STOPPED BY AN ANIMATED PUERTO RICAN LIGHTWEIGHT.

CHICO
Hey, Rocky - Ya wanna great woman?

ROCKY
What's the cover charge?

CHICO
Ten dollars an' all the crabs you can eat.

ROCKY
Ain't hungry.

CHICO
You're smart, man - After I banged this chick I had to spray my balls with raid!

ROCKY TOSSES A MOCK PUNCH. CHICO DUCKS, LAUGHS AND STRUTS AWAY LIKE A LARGE TURKEY.

ROCKY MOVES TO THE CORNER AND HOLDS A HEAVY BAG FOR A HEAVYWEIGHT NAMED CHUCK. CHUCK IS VERY LARGE, BUT CLUMSY. SCARRED AND SEMI-SOFT, THE MAN IS PAST HIS PRIME.

CHUCK
Hey, Rock.

ROCKY
Hey, Chuck.

CHUCK
(Punching and panting) See the Championship fight?

ROCKY
No - Was fightin' myself.

CHUCK
Lotta crap - All Creed does is lay on the ropes an' dance alittle - Makes millions. That ain't fightin', that's wrestlin'.

ROCKY
Then he's a good wrestler.

CHUCK
(Not listening) When am I gonna get my chance?

ROCKY
What's the matter, Chuck?

CHUCK
Bust ya horns for what? Twenty years for what?

CHUCK NODS TOWARDS DIPPER, THE BLACK HEAVYWEIGHT SPARRING IN THE RING.

CHUCK
Look at that bastard - How'd he get to be a contender?

ROCKY
... Management.

CHUCK
He's goin' up an' I'm goin' down - Right? I'm goin' up, I mean down, an' he's goin' up.

ROCKY LETS GO OF THE BAG AND MOVES TOWARDS THE FAR RING. THE YOUNG BLACK HEAVYWEIGHT, DIPPER, RINSES HIS MOUTH AND SPITS INTO A BUCKET. DIPPER NOTICES ROCKY STARING LIKE AN ENVIOUS CHILD. HE SMILES SMUGLY.

TRAINER
Time, Dipper, time.

DIPPER KNOWS ROCKY WOULD LOVE TO BE IN HIS SHOES, A MAN ON THE WAY UP. DIPPER GIVES ROCKY A CONDESCENDING LOOK, TURNS AND BEGINS SPARRING ... THE SCENE FADES ON ROCKY'S EXPRESSION.

SCENE 13

IT IS NEAR SUNSET WHEN ROCKY COMES DOWN THE STREET AND PAUSES AT THE PET SHOP ... HE IS EATING COLONEL SANDER'S FRIED CHICKEN OUT OF A BAG ... INSIDE, ADRIAN IS ARRANGING PET TOYS ON THE COUNTER ... ROCKY TAPS ON THE WINDOW WITH A CHICKEN LEG BONE. THE GIRL SHYLY TENSES.

ROCKY
(Entering) Cold night - Wow! Good night to catch pneumonia.

ADRIAN SMILES SLIGHTLY AND MOVES BEHIND THE COUNTER.

ROCKY
(Awkwardly) Ah - I came in here for somethin' ... Oh, yeah, would ya like somebody to walk ya home?

THE GIRL WANTS TO SAY YES BUT A TREMENDOUS INFERIORITY COMPLEX WILL NOT PERMIT IT.

ADRIAN
... No thanks.

ROCKY
(Hurt) ... I walk slow anyway.

DISAPPOINTED, ROCKY EXITS. ADRIAN WATCHES HIS DEPARTURE WITH MIXED EMOTIONS.

SCENE 14

A SHORT WHILE LATER ROCKY ARRIVES AT ANDY'S BAR ... HE THROWS THE COLONAL SANDER'S BAG AND BONES IN A LARGE PUBLIC LITTER CAN. THE TRASH CAN HAS A BI-CENTENIAL PICTURE OF GEORGE WASHINGTON POINTING AT A PILE OF GARBAGE. THE CAPTION READS, "THERE WAS NO LITTER AT VALLEY FORGE!"

ROCKY ENTERS THE BAR ... SEVERAL DRINKERS WAVE AT HIM. OLD ANDY SETS A MUG OF BEER IN FRONT OF HIM ... ROCKY SEEMS TO BE LOOKING FOR SOMEONE.

ROCKY
Seen Paulie?

ANDY CASUALLY NODS TOWARDS THE MEN'S ROOM.

ROCKY
What's he drinkin'?

ANDY AUTOMATICLY HANDS ROCKY ANOTHER BEER. THE FIGHTER TRAVERSES THE ROOM AND ENTERS THE RESTROOM.

THE RESTROOM ITSELF IS A TOTAL LOSS. AN UGLY, DIM, STENCHFUL MESS. OVER A CAKED GREY SINK IS A FAMILIAR SIGN WRITTEN IN BLACK MAGIC MARKER. "WASH YOUR HANDS."

PAULIE IS PRESENTLY TRYING TO COMB HIS HAIR IN THE ONLY REMAINING PIECE OF MIRROR IN THE ROOM ... PAULIE IS IN HIS EARLY THIRTIES. HE IS MEDIUM HEIGHT. BROWN HAIR. SQUARE SHOULDERED. HE HAS A FOUL PERSONALITY ... A CLASSIC MISANTHROPE.

ROCKY
Yo, Paulie.

PAULIE
(Very drunk) Yo, Rocky - Look at this mirror. I'd like to kill the friggin'dunce who broke this mirror.

ROCKY
Yo, Paulie.

PAULIE
What?

ROCKY
Your sister's givin' me the shoulder.

PAULIE
What'd I tell ya - Ignore her.

ROCKY
C'mon, I like her ... It stinks in here.

PAULIE
You could do better than my sister.

ROCKY
Every mornin', every night I pass by - I smile. I say words. Nothin'. Then she looks at me.

PAULIE
(Annoyed) Looks, huh?

ROCKY
Yeah, like I was a plate of leftovers - Somethin' wrong with my face - Whatta I need a nose job to connect with ya sister?

PAULIE
Ya wanna know what I think?

ROCKY
Sure.

PAULIE
My sister's a hunka - Ah, nothin'!
A hunka nothin'.

ROCKY
Hey -

PAULIE
I'd like to split her
head with a hatchet.

ROCKY
I don't wanna hear this.

PAULIE
Ya caught me in a bad mood.

ROCKY
Ya always feel bad - It's ya
personality. Now tell me about
Adrian.

PAULIE
She's a loser.

THE RESTROOM STENCH IS OVERWHELMING ... ROCKY COVERS HIS NOSE WITH THE NECKLINE OF HIS T-SHIRT.

ROCKY
Don't bad mouth'er - She's blood.

PAULIE
Adrian's a loser - She don't do
nothin' - She reads too much -
brainy - She's too shy to get along
in this world, y'know - Thirty
friggin' years old. She's gonna die
alone if she don't wise up.

ROCKY
I'm thirty myself.

PAULIE
An' you're dyin' alone too.

ROCKY
I don't see no crowd around you, either.

PAULIE
(Pointing at the wall) I wanna kill the guy who broke that mirror.

ROCKY
C'mon, let's get outta this stink.

THE RESTROOM DOOR OPENS. ROCKY GUIDES PAULIE OUT. THOUGH STUMBLING, PAULIE TALKS AS HE WALKS.

PAULIE
My mother got'er under the thumb, y'know - My ol'lady ate up her personality.

ROCKY
An' now she's afraid of men?

PAULIE
Yeah, somethin' along those lines.

ROCKY
... I feel she might need the help of a shrink.

PAULIE
(Bellowing) She ain't sick!!

THE BARROOM'S ATTENTION IS DRAWN TO PAULIE WHO IS ROARING DRUNK AND SWAYING IN THE CENTER OF THE ROOM.

PAULIE
Sickness don't run in the family!! She's shy, man! - Shy!

ROCKY FEELS VERY SELF-CONSCIOUS WITH PAULIE YELLING INTO HIS FACE ... HIS EYES REMAIN ON THE FLOOR.

ROCKY
(Low) ... What can I say?

PAULIE
(Still bellowing) The girl's dryin' up! - I feel responsible, man! She's gotta live alitte before her body rots off!! You're a pal, Rock - How 'bout yo' talk to her?

ROCKY
Sure - I been tryin'.

PAULIE
Tomorrow ya come for dinner - How 'bout that?

ROCKY
Yeah, sure.

PAULIE SMILES AND ROCKY GUIDES HIM TO A BOOTH ... ROCKY STEPS TO THE BAR. ANDY THE BARTENDER LEANS OVER TO HIM.

ANDY
That was alotta crap to go through for a dinner invitation.

ROCKY NODS AND RAISES HIS EYES TOWARDS A SUSPENDED TELEVISION ... THE NIGHTLY SPORTS BROADCAST IS ON. THE SPORTS COMMENTATOR IS AT THE AIRPORT AND ABOUT TO INTERVIEW THE HEAVYWEIGHT CHAMPION OF THE WORLD, APOLLO CREED.

CREED IS THIRTY-FIVE, SLIGHTLY GREY-HAIRED JAMAICAN WITH DEEP SCARS ON HIS IRON BLACK FACE ... HE WEARS GLASSES. ... HE IS FOLLOWED BY AN ENTOURAGE OF MIXED TRAINERS AND CORNERMEN.

THE COMMENTATOR INTERVIEWS CREED AS HE AND HIS FOLLOWERS DISEMBARK A PRIVATE JET.

** CREED HAS A MELLOW AND EXTRAORDINARILY FRIENDLY JAMAICAN ACCENTED VOICE.

COMMENTATOR
How was the flight, Champ?

APOLLO
(Thick accent) O', mon, very 'igh, very fast!

APOLLO'S CROWD SMILES ALMOST AUTOMATICLY AT EVERYTHING HE SAYS.

COMMENTATOR
Apollo, how would you rate this last British Challenger?

APOLLO
Good - I just t'ink I fight very good 'cause the mon from England 'it very 'ard! ... Now I must get ready, yes, I must get ready for Mac Lee Green next month.

COMMENTATOR
You're referring to the much publicized Bi-centenial fight?

APOLLO
That's right - It's to be a great event in dis country's history - I 'ope it to be a gala occurance, mon.

COMMENTATOR
Still to be held in Philadelphia?

APOLLO
Yes - T'ings the same. Bicentenial fight to be held in P'iladelp'ia like we plan - It cradle of your Nation, I t'ink.

COMMENTATOR
Where're you off to now?

APOLLO
Finish business 'ere - T'en to 'ouse in Jamaica Imust go - I miss wife an' babies - No more I can go wit'out see t'em.

COMMENTATOR
Any quick advice for young boxing hopefuls?

APOLLO
(He pauses to think)
Stay in school an' usebrains, please. Be Doctor, be Lawyer - Be mon of business - Carry a briefcase. Forget about sports! - That's all the advice, t'ank you.

APOLLO'S ENTOURAGE LAUGHS AND THEY MOVE ON ... THE COMMENTATOR FACES THE CAMERA.

COMMENTATOR
Larry Simpson at Kennedy Airport with the Champion, Apollo Creed.

THE SPORT SHOW CUTS AWAY, BUT ROCKY CONTINUES TO LOOK AT THE TELEVISION WITH A PENSIVE STARE ... A DRUNK AT THE BAR LEANS TOWARDS ANDY.

DRUNK
Dempsey would have cracked that rug's head -

ANDY LEANS OVER TO ROCKY.

ANDY
Apollo's all mouth - Wouldn't ya love to throw hands with that mouth?

ROCKY
(Quietly) He's a great fighter.

ANDY
(Bored) ... A foreign jig.

ROCKY
A champ.

ANDY
Where are the real fighters? The artists. They're all gone. Today we got bozos.

ROCKY
What're you sayin'? The man's a champ.

ANDY
A foreign jig clown - Takin' money out of the country - Sickenin'. I don't wanna know nothin'.

ROCKY
Hey!

ANDY
What?

ROCKY
He took his best shot an' became champ - What shot did we ever take?

ANDY
You ain't happy with yourself? Fine. But me, I gotta business here - I don't need to take no shot.

BECOMING DESPONDENT, ROCKY RISES AND CROSSES TO PAULIE SLUMPED UNCONSCIOUS IN THE BOOTH.

ROCKY
... I'll be over for dinner tomorrow.

ROCKY EXITS THE BAR ... ANDY TURNS TO HIS CUSTOMERS.

ANDY
(Boldly) Take a shot, he says! - Sure, I'll take a shot!

LAUGHING, ANDY POURS HIMSELF A SHOT.

SCENE 15

HEADING HOMEWARD ROCKY PASSES THE "RED SHOE TAVERN" ... STANDING OUT FRONT ARE HIS FOUR FRIENDS, TONY, DINO, BOBBY AND PHIL. THEY ARE LOSERS. THEY DRINK FROM A COMMUNITY BOTTLE ... THEY ARE HIGH AND SINGING OLD STANDARD ACAPELLA.

TONY
(Singing a 'Lee Andrews and the Hearts' song) "... I sit in my room looking out at the rain, my tears are like crystals they cover my window pane,"

TONY LOOKS UP AND NOTICES ROCKY ... THE OTHER MEN CONTINUE SINGING.

TONY
Yo, Rock - Sing bass.

ROCKY
(Obvious excuse) Gotta head cold.

ROCKY CONTINUES ON AND TONY RESUMES SINGING LEAD ... THE OTHER MEN DO NOT EVEN NOTICE ROCKY'S DEPARTURE.

TONY
(Singing) "God only knows the girl who will love me - Oh, if we only could start over again ..."

SCENE 16

TWO BLOCKS FURTHER ON ROCKY PASSES AN ALL-NIGHT SANDWICH SHOP. IN THE WINDOW HANGS THE SIGN, "THE ATOMIC HOAGIE SHOPPE, INC." ... OUT FRONT ARE SEVERAL YOUNG MEN AND WOMEN. THEY ARE MUCH TOO YOUNG TO BE HANGING OUT AT THIS HOUR ... A BOY WITH A BADLY CHIPPED TOOTH BECKONS TO ROCKY.

CHIPPED TOOTH
(Aggressively) Hey, man - Buy us some wine, man.

ROCKY
No wine.

CHIPPED TOOTH
C'mon, man, it's cold.

ROCKY
No wine.

YOUNG MAN #2
Yo, Rock.

ROCKY
Yeah?

YOUNG MAN #2
Where's Hertz?

ROCKY
... Hertz?

YOUNG MAN #2
Yeah, Dick Hertz - Where is he?

ROCKY
... Who's Dick Hertz?

THE YOUNG MAN GRABS HIS CROTCH AND FACES HIS GANG.

YOUNG MAN #2
(Yelling) Mine does, man, mine does!

ROCKY
(Mildly embarrassed) ... That's an old one.

CHIPPED TOOTH
Buy us some Thunderbird, man.

ROCKY IGNORES THE STATEMENT AND FACES A VERY YOUNG GIRL WHO IS SMOKING AND LEANING WHORE-LIKE AGAINST THE WALL.

ROCKY
Is that Marie? - Marie, ya brother know you're hangin' out so late?

THE GIRL, MARIE, ASSUMES AN INDIFFERENT ATTITUDE, ATTEMPTING TO IMPRESS HER FRIENDS.

MARIE
... Fuck you.

ROCKY
(Awed) What'd you say?

MARIE
... Fuck you, motherfucker.

THE GANG LAUGHS. ANGERED AND SHOCKED, ROCKY GRABS HER ARM.

ROCKY
Did these guys teach you to talk dirty? Huh?

MARIE
Hey -

ROCKY
What?

MARIE
Eat shit, man!

ROCKY
(Shakes her) Don't you never say that - (To the gang) You guys talk like that in front of a little girl - She's twelve years old - You guys are scum.

CHIPPED TOOTH
This is our place, dig!

THE GANG RELUCTANTLY BACKS UP A STEP.

ROCKY
Don't ya never come round this girl - Go home.

YOUNG MAN #2
This is our corner, man! You go, chump!

ROCKY MOVES FORWARD AND THEY SCATTER ... THEY QUICKLY MOVE OFF.

CHIPPED TOOTH
(Back peddling) We'll kill you, man - We gotta gun.

ROCKY
Pull heat on me? - I'll stunt your growth!

ROCKY LEADS THE GIRL AWAY.

SCENE 17

ROCKY IS WALKING THE YOUNG GIRL HOME ... THEY ARE PRESENTLY CUTTING THROUGH A DARK PUBLIC SCHOOL YARD. THEY PASS THROUGH THE BEAMS OF LIGHT CAST OFF BY WEAK FLOOD LIGHTS LOCATED AT THE TOP OF THE SCHOOL BUILDING. THE ATMOSPHERE IS SOMEWHAT EERIE.

ROCKY
How'd you get outta the house? (No response) Don't wanna say nothin'? Good. Ya climbed out the window, didn't ya?

MARIE
... Yeah.

ROCKY
How come ya wanna hang out with those guys? They teach ya bad things.

MARIE
I like'em. If you don't, you can f-

ROCKY
(Warmly) Don't say it! When I was your age, there was only one girl who talked like that in the whole neighborhood.

MARIE
(Bored) ... Yeah.

SHE ATTEMPTS TO LIGHT A CIGARETTE ... ROCKY NONCHALANTLY TOSSES IT TO THE GROUND.

ROCKY
Make your teeth yella -

MARIE
I like yella teeth.

ROCKY
Makes your breath like garbage.

MARIE
Maybe I like garbage.

ROCKY
Forget it - Anyway, this girl with the dirty mouth' wasn't bad lookin', but the guys wouldn't take her out for any serious datin'.

MARIE
Why?

ROCKY
'Cause that's the way men are - They laugh when ya talk dirty. They think ya cute for awhile, but then ya getta reputation an' watch out. Nobody's ever gonna take ya serious. Ya get no respect ... I gotta use a bad word - Whore. You'll end up maybe becomin' a whore.

MARIE
C'mon, Rocky, I'm twelve.

ROCKY
That doesn't matter - You don't really have to be a whore, just act like one an' that's it.

MARIE
What?

ROCKY
A bad reputation - Twenty years from now, people will say, "D'you remember Marie?"
"No, who was she?"
"She was that little whore who hung out at the Atomic Hoagie shoppe."
"Oh, now I remember."
... See, they don't remember you, they remember the rep.

ROCKY AND MARIE EXIT THE DARK SCHOOL YARD ... STANDING IN THE SHADOWS OF THE SCHOOL BUILDING ARE THREE YOUNG MUGGERS. THE RED TIPS OF THEIR CIGARETTES FLARE RED IN THEIR FACES.

MUGGER #1
How 'bout him?

MUGGER #2
(Eyeing Rocky) ... Too big.

SCENE 18

ROCKY AND LITTLE MARIE NOW WALK CASUALLY DOWN HER STREET ... IT IS DESERTED. THEY APPEAR RELAXED.

ROCKY
... Yeah, I had two dogs when I was 'bout fourteen.

MARIE
Where are they now?

ROCKY
They died.

MARIE
How come?

ROCKY
How come they died? - They got old.

MARIE
My mother's gettin' old.

ROCKY
... Like I was sayin', I always had a dog until I started fightin'. I had to stop havin' a dog. When ya travel around too much, it's bad for the animal's personality. Now I keep turtles.

MARIE
Oh, shi-

ROCKY
(Snapping) Hey! ... Turtles aren't what ya think. They gotta style all their own -

MARIE
They're ugly.

ROCKY
I like'em - They're family.

THEY LAPS INTO SILENCE FOR A FEW MOMENTS.

MARIE
My brother ran over a turtle on the way to the shore.

ROCKY
Turtles have a reputation for gettin' flattened. There's your house.

THEY NEAR A ROW OF HOUSES AT THE END OF THE BLOCK ... ROCKY PAUSES.

ROCKY
Listen, I hope ya don't -

MARIE
(Overriding) I won't.

ROCKY
What was I gonna say?

MARIE
Ya hope I don't keep actin' like
a whore or I'll turn into one.

THEY EXCHANGE SMILES ... IT IS APPARENT THAT ROCKY HAS HAD A SLIGHT IMPACT ON HER LIFE.

MARIE
Goodnight, Rocky.

SHE WALKS A FEW STEPS.

MARIE
... Fuck you, creepo!!!

THE GIRL RUNS TO THE HOUSE AS ROCKY LOOKS ON IN DISMAY ... HE IS ANGRY AT HIMSELF.

ROCKY
... Why don't ya mind your own
business? (Walks away) Who're
you to give advice, creepo?

SCENE 19

EARLY THE FOLLOWING MORNING A LIMOUSINE VEERS TO THE CURB IN FRONT OF A LARGE MODERN SKYSCRAPER. APOLLO CREED AND HIS ENTOURAGE GET OUT OF THE VEHICLE AND ENTER THE BUILDING.

THE CREED GROUP STEP OUT OF THE ELEVATOR AND WALK DOWN THE CORRIDOR AND ENTER THE OFFICES OF, MILES JERGENS, PROMOTIONS, INC.

APOLLO CREED AND HIS ENTOURAGE ENTER THE LARGE, OPULENT OFFICE ... A SECRETARY IMMEDIATELY PHONES INTO THE INNER OFFICE.

A MOMENT LATER MILES JERGENS STEPS OUT AND GREETS APOLLO CREED WITH A HARDY HANDSHAKE. CREED IS DRESSED CONSERVATIVELY AND APPEARS SOMEWHAT SOMBER.

JERGENS
... I'm truly sorry for the inconvenience, Apollo, but you know it couldn't be avoided.

APOLLO'S THIN LAWYER STEPS FORWARD.

LAWYER
Are the Doctor's reports confirmed?

JERGENS
Definitely - (Reading) It says here, Mac Lee Green has suffered a seriously cracked third metacarpal in his left hand - Why don't we step into my office.

ALL THE MEN MOVE INTO JERGENS' OFIICE. CREED'S GROUP SITS ON THE COUCH THAT LINES THE WALL ... APOLLO SITS ON THE LARGE LEATHER CHAIR FACING JERGENS' EXPANSIVE MILE WIDE DESK.

APOLLO
What 'bout the Bi-centenial fight - You know, I mean, mon, I do much promotion. Valuable promotion.

APOLLO'S TRAINER SPEAKS UP FROM THE OTHER SIDE OF THE ROOM.

TRAINER
Ten million's worth.

JERGENS
Of course he has - There may be a way to salvage this.

APOLLO
(Mock shock) Savage !

CREED'S PEOPLE LAUGH AT APOLLO'S JOKE.

JERGENS
(Smiles) Salvage, Apollo, salvage.

APOLLO
That's good - Don't certainly want rude savages around 'ere ... I t'ink maybe God make dis accident to 'appen - I mean maybe 'im not 'appy wid match.

JERGENS
So what're you saying?

APOLLO
Maybe what t'is Bi-centenial fight need is a novelty.

TRAINER
You's the novelty, Champ!

APOLLO
T'at's nice, mon. You get raise.

AGAIN EVERYONE LAUGHS.

APOLLO
Mr. Jergens - I make money - I live good - An' t'ank God family too live good - I t'ink w'at fight need is fun. Somet'in' special - Maybe I s'ould give local mon chance - I do nice promotion, make people 'appy - Good vibrations.

JERGENS
... Local fighter?

APOLLO
Ya, mon - Somebody w'o never get chance.

LAWYER
Where's the gate?

JERGENS
That's a great idea, Apollo - The gate rests on sentiment - An unknown boy getting a once in a lifetime opportunity on the most celebrated day in the country's history - Goddamn, people will wave flags!

APOLLO
... It's very American.

SCENE 20

LATE THAT AFTERNOON MR. GAZZO'S WHITE 1970 CADILLAC PULLS UP TO ROCKY'S APARTMENT ... ROCKY IS IN THE BACK SEAT WITH THE LOAN SHARK. GAZZO'S BODYGUARD IS DRIVING.

GAZZO FLIPS THROUGH A SMALL BLACK NOTEPAD.

GAZZO
Next Wednesday grab a grand from Snyder.

ROCKY
Synder, right.

GAZZO
An' Thursday two yards from Cappoli, okay?

ROCKY
Okay.

GAZZO
Now who's this girl you're going out with tonight?

ROCKY
How'd you know?

GAZZO
(Smiles) You don't think I hear things?

ROCKY
Paulie's sister.

BODYGUARD
(Abrasively) Hear she's retarded.

ROCKY
(Dryly) She ain't retarded, she's shy.

BODYGUARD
Take'er to the zoo - Retards like the zoo.

ROCKY
Does that bum have to say that?

THE BODYGUARD REDDENS ... GAZZO MOTIONS TO HIS BODYGUARD TO RELAX.

GAZZO
Buddy's in a bad mood.

ROCKY
He's always in a bad mood. (Laughs) Count ya blessin's.

THE BODYGUARD HAS BEEN LOOKING AT ROCKY WITH MURDEROUS EYES.

BODYGUARD
I don't like ya face.

ROCKY
Who asked ya to?

BODYGUARD
... Kiss my ass.

ROCKY
Move ya shoulders down.

MR. GAZZO IS AMUSED. HE STEPS OUT OF THE CAR, FOLLOWED BY ROCKY.

GAZZO
(Smiles) Buddy's got a thing against ya, Rock. Never liked ya - I can understand it. There's some people I hated for no reason ... Make him happy. Settle it.

GAZZO NODS TOWARDS THE CAR.

WITHOUT A WORD ROCKY GETS INTO THE CAR'S BACKSEAT ... GAZZO SHUTS THE DOOR. THE YOUNG BODYGUARD YANKS OFF HIS OVERCOAT AND PIVOTS ON THE FRONT SEAT FACING ROCKY ... THEY SUDDENLY LASH OUT INTO TWO-FISTED FURY. ROCKY DRIVES THE BODYGUARD'S HEAD AGAINST THE STEERINGWHEEL. EVERY TIME HE PUNCHES, THE HORN BLOWS.

BODYGUARD
I call it! - I call it!!

ROCKY STOPS THE ASSUALT AND CLIMBS OUT OF THE CAR.

GAZZO
Buddy had to get it out of his system, you understand?

ROCKY
Sure.

GAZZO
Here's fifty bucks - You an' the girl have a nice time.

ROCKY
Thanks, Mr. Gazzo.

GAZZO GETS INTO THE CAR AND ROCKY LEAPS UP THE STEPS TO HIS APARTMENT.

SCENE 20A

THE SCENE REVERTS BACK TO MILES JERGENS' OFFICE. APOLLO CREED AND HIS CROWD SIT AROUND A LARGE CONFERENCE TABLE. JERGENS SITS ON CREED'S IMMEDIATE RIGHT.

APOLLO POURS OVER A LARGE RECORD BOOK. CREED IS WEARING READING GLASSES.

APOLLO
(Reading) ... How about this Billy Snow?

JERGENS
I don't believe you'd like him - Fouls.

TRAINER
I heard of him - Almost butted a man's eye out last year.

APOLLO
How 'bout this, Big Chuck Smith?

JERGENS
Too old, dull fighter. (Points at a name)Bobby Judge is a good boy.

APOLLO
... Don't feel - Tickle. No tickle from name, mon.

JERGENS
Joe Zack is a good prospect - Exciting boy.

APOLLO
... Still don't feel tickle.

JERGENS
(Sighs) Exactly what are you looking for Apollo?

APOLLO
... Name t'at make me smile ... Jamaican men like to smile.

EVERYBODY LEANS FORWARD.

APOLLO
(Much amused) Rocky Balboa - "The Italian Stallion" - He the one.

JERGENS
His record's not very impressive - He's more like a club fighter.

APOLLO
Don't matter - That name, The Italian Stallion, it's beautiful! (Laughs) "The Italian Stallion" The name make me smile much! - (Removes his glasses) "Apollo Creed vs. The Italian Stallion!" - Who could miss it?

EVERYONE LAUGHS AND THE SCENE FADES.

SCENE 21

ROCKY IS IN HIS APARTMENT ... THE RECORD PLAYER IS ON AND ROCKY MIMES TO THE RECORDING WHILE DRESSING. HE HAS THE TWO SMALL TURTLES ON THE DRESSER ... HE CROONS TO THEM.

ROCKY
(Singing) "I only have eyes for you, dear-"

APPLYING A HEFTY DOSE OF HAIR CREAM, HE FASHIONS HIS DARK LOCKS IN HIS CUSTOMARY OUTDATED HAIRDO.

HE ADMIRES HIMSELF FOR A MOMENT. HE DROOPS HIS EYES, LIFTS HIS CHIN AND STRIKES A SUGGESTIVE VALENTINO POSE ... HE LEANS CLOSER TO THE MIRROR AND SERIOUSLY INSPECTS THE SCAR TISSUE AROUND HIS EYES AND BROKEN NOSE.... HE PULLS OFF A HIGH SCHOOL SNAPSHOT THAT IS SCOTCHTAPED ON THE MIRROR. ... THE PICTURE REVEALS THAT HE WAS ONCE QUITE HANDSOME. ... AFTER A SECOND HE SMILES AT HIS REFLECTION AND RECALLS THE BLACK WOMAN'S WORDS ON THE SUBWAY.

ROCKY
... Yo' iz an accident.

ROCKY STEPS TO THE HANGING MATTRESS AND GIVES IT A COUPLE QUICK JABS ... HE DROPS DOWN AND DOES HIS TEN PUSHUPS THEN LEAPS TO HIS FEET.

ROCKY TURNS, GRABS HIS COAT, PUNCHES THE MATTRESS HANGING OFF THE WALL AND EXITS ... A MINUTE LATER HE RE-ENTERS, TAKES THE STRANDED TURTLES, DROPS THEM IN THEIR BOWL AND LEAVES.

SCENE 22

ROCKY LEAVES HIS APARTMENT AND PASSES A THIRD-RATE MOVIE HOUSE SPECIALIZING IN PORNO ... OUT FRONT ARE TWO HOOKERS. A HOOKER WITH A FACE RESEMBLING AN INACTIVE VOLCANO, BECKONS.

HOOKER
(Drugged) Where ya goin', Rocky?

ROCKY
Business.

HOOKER
Let's have a party, baby - You'll like what I got.

ROCKY
... What you got itches, Pamela.

HOOKER
Baby, it's somethin' extra to remember me by.

THEY BOTH LAUGH AND ROCKY CONTINUES DOWN THE STREET.

THE HOOKER GOES BACK TO HER GIRLFRIEND LEANING AGAINST THE WALL.

HOOKER
... Some nights ya just can't give it away.

SCENE 23

ROCKY ENTERS ANDY'S BAR. THE BAR IS LOADED ... THE TELEVISION IS ON WITH THE EVENING NEWS ... A DRUNK LEANS OVER TO ANOTHER DRUNK WHO IS SAGGING AGAINST THE BAR.

DRUNK
(Dead pan) ... Hey, Ed, somebody told me ya eat shit sandwiches - I told'em ya didn't like bread.

THE OTHER DRUNK EXPLODES WITH LAUGHTER.

ROCKY MOVES TOWARDS ANDY SITTING AT THE CASH REGISTER.

ROCKY
Hey, Andy - Gimme thirty one's, an' a twenty for this.

ANDY TAKES ROCKY'S FIFTY DOLLAR BILL AND BRINGS THE REQUESTED CHANGE. ROCKY PLACES THE HEFTY WAD IN HIS POCKET.

MAX, AN AGING RUNT SEES THE TRANSACTION. HE LICKS HIS CHOPS AND SLIDES ALONG THE BAR AND STANDS BEHIND ROCKY.

MAX
(Motioning towards the buldge in Rocky's pocket) ... Hit at the track?

ROCKY
No.

MAX
Wanna buy a watch? It shows the date.

ROCKY
I know what the date is, Max.

PAULIE ENTERS AND WAVES AT ROCKY FROM THE DOORWAY. ROCKY FINISHES HIS BEER AND RISES.... PAULIE QUICKLY HANDS THE BARTENDER A LARGE PACKAGE OF MEAT ... HE RECEIVES TEN DOLLARS.

PAULIE
My mother's got dinner waitin'.

THEY EXIT ... ANDY THE BARTENDER WATCHES THEM GO. HE GLANCES AT THE TELEVISION ... ON TELEVISION IS A SPORTS COMMENTATOR. BEHIND HIM IS A PICTURE OF GOLFER, JOHNNY MILLER.

COMMENTATOR
... And Johnny Miller leads the pack with an incredible seven under par, sixty-five ...

A PICTURE OF BOXER MAC LEE GREEN, A LARGE BLACK, FLASHES BEHIND THE COMMENTATOR.

COMMENTATOR
... Unfortunate luck for fifth ranked heavyweight, Mac Lee Green. The fighter acquired a serious fracture in his left hand after an overly aggressive day of sparring - Heavyweight Champion, Apollo Creed says that he'll go 'Shopping' for another heavyweight to fill Green's vacancy for the Bi-centenial Championship to be held in Philadelphia as scheduled next month.... Today in Columbia U.S. swimmer's broke a world record ...

SCENE 24

ROCKY AND PAULIE WALK TOWARDS HIS HOUSE ... EVEN THOUGH IT IS COLD AND DARK, A GROUP OF KIDS CONDUCT AN ENERGETIC GAME OF HALF-BALL UNDER A STREET LIGHT. (HALF-BALL IS A VARIATION OF STICK-BALL)

ROCKY
(Mimes throwing) I usta be deadly at half-ball.

PAULIE
I hate the friggin' game ... Listen to this joke - Whatta ya have when ya take a mentholated suppository?

ROCKY
Mentholated suppository? - I dunno. Whatta ya have?

PAULIE
(Loud) A cool stool!

PAULIE NEARLY FALLS OVER LAUGHING ... ROCKY REMAINS SILENT.

PAULIE
I heard that today!

ROCKY
(Shrugs) ... What's a stool?

PAULIE
(Incredulous) A stool's a stool.

ROCKY
Mentholated stool - D'you mean like a mentholated chair?

PAULIE
Ya puttin' me on, right?

ROCKY
No -

PAULIE
(Annoyed) A stool! A stool is a lump of shit! "Cool Stool" - Get it? Like ya throw a hunk of crap in the freezer, it gets cool! Same thing - Cool stool!

ROCKY
(Quietly) ... Yo, Paulie.

PAULIE
Yeah?

ROCKY
It's a stupid joke.

THEY CONTINUE PAST THE ATOMIC HOAGIE SHOPPE, INC. ... A GROUP OF YOUNG MEN PITCH QUARTERS ON THE SIDEWALK OUT FRONT.

ROCKY PAUSES ... HE SEES, MARIE, THE LITTLE GIRL FROM THE NIGHT BEFORE HANGING AROUND WITH THE GUYS.

ROCKY
Hold up - Yo, Marie!

MARIE TAKES A DEEP DRAG ON HER CIGARETTE AND FACES THE OPPOSITE DIRECTION ... THE GANG SMILES AND CONTINUES TO PITCH QUARTERS.

ANGER AND DISAPPOINTMENT REGISTER ACROSS ROCKY'S FACE.

PAULIE
You know her?

ROCKY SHRUGS AND THE TWO MEN MOVE OFF ... FILLING THE COOL NIGHT AIR IS THE METALIC SOUND OF PITCHING QUARTERS.

SCENE 25

THE MEN ARRIVE AT PAULIE'S HOME. IT IS AT THE TOP OF A DIMLY LIT FOUR STORY WALK UP.

ROCKY
Ya sister knows I'm comin'?

PAULIE
Yeah, sure - Wait. I wanna tell ya my mother is kinda, I dunno, suspicious of people. Don't expect her to be nice.

PAULIE UNLOCKS THE APARTMENT DOOR AND ENTERS ... ROCKY STIFFLY FOLLOWS. PAULIE'S RED HAIRED (DYED) MOTHER STEPS OUT OF THE KITCHEN. A LARGE SERVING SPOON IS IN HER HAND.

THE MOTHER STOPS SHORT AND EYES ROCKY ... SHE IS VISIBLY UNSETTLED BY ROCKY'S BATTERED AND SCARRED FACE.

MOTHER
(Jewish inflection) Paulie, you're late. (Looks at Rocky again) You're late, Paulie, I though you might be hurt.

PAULIE
Did you call the hospital? (To Rocky) If I'm ten minutes late she calls the hospital.

ROCKY IS GROWING MORE UNCOMFORTABLE IN THIS WOMAN'S PRESENCE ... HE AVOIDES EYE CONTACT AND LOOKS DOWN AT THE BLACK AND WHITE TELEVISION.

MOTHER
(To Rocky) What do you do for a livin'?

ROCKY
Ah - Fight mostly - Prize fightin'.

MOTHER
(Tensing) You hit people for a livin'.

ROCKY
... I try.

THE MOTHER RE-ENTERS THE KITCHEN AND SLAMS THE DOOR ... PAULIE FOLLOWS. AN ARGUMENT ENSUES AND ROCKY OVERHEARS.

MOTHER
(OS) Why did you bring this bum home! I should smack your face.

PAULIE
Try it - This guy's a friend. He's takin' out Adrian.

MOTHER
No!

PAULIE
I want her outta the house -

MOTHER
She's your sister!

PAULIE
Stay out of it ...

PAULIE STEPS OUT OF THE KITCHEN ...

PAULIE
Yo, Rock, I'll get my sister.

ROCKY
Mebbe ya better forget it -

PAULIE
Forget nothin' - Relax.

ROCKY SITS ... THE MOTHER LEERS AT HIM FROM THE KITCHEN. ROCKY FACES THE TELEVISION. A NEWS BROADCAST IS ON. APOLLO CREED IS BEING INTERVIEWED.

APOLLO
... An' it don't be a mystery long. By tomorrow Promoter, Miles Jergens, an' myself will sign the next challenger to -

ADRIAN APPEARS. ROCKY STANDS. AS USUAL SHE IS NOT VERY ATTRACTIVE.

PAULIE
Hey, Adrian, look who's here!

SHE SHYLY NODS.

PAULIE QUICKLY GOES INTO THE KITCHEN AND LOOKS IN A BOILING POT ON THE STOVE ... HE RUNS BACK OUT.

PAULIE
D'you like liver stew, Rocky?

ROCKY'S SKIN PALES SLIGHTLY.

PAULIE
(To mother) Listen, Rocky ain't too big on liver stew. (To Rocky) Adrian hates it too - What's say you's go out to eat, an' me an' ma'll eat this shit.

ADRIAN GIVES ROCKY A SIDEWARD GLANCE.

ROCKY
I'd prefer to dine out - How 'bout you?

ADRIAN
I'd like that.

ROCKY
Okay, I'm already.

ADRIAN GETS HER COAT FROM THE CLOSET ... SHE MOVES TO THE DOOR.

ROCKY
Nice meetin' you, Mrs. Klein.

PAULIE OPENS THE DOOR AND GIVES ROCKY AN ENCOURAGING SMILE.

ROCKY
(Low) What's ya sister like to do?

PAULIE
... Bowl.

SCENE 26

ROCKY AND ADRIAN MOVE DOWN THE STEPS OF HER BUILDING ... THEY STROLL AWAY. ROCKY'S VOICE CARRIES BEHIND.

ROCKY
Y'know, I use to have nightmares about liver ...

SCENE 27

THE COUPLE NOW SIT IN A PIZZA PARLOR ... THE ATMOSPHERE IS COMPLETELY WASHED OUT BY THE GLARING NEON LIGHTS OVERHEAD. THEY HAVE NEARLY COMPLETED THEIR PIZZA. ROCKY IS TRYING HIS BEST TO IMPRESS HER WITH HIS BRAINS. IT IS NOT WORKING WELL.

ROCKY
... Don't you need to go to a special school to work with so many animals?

ADRIAN SHAKES HER HEAD NO.

ROCKY
Sorry, I didn't hear ya.

ADRIAN
(Very soft) I only went to High School.

ROCKY
How d'you like workin' with the puppies?

ADRIAN
Fine.

ROCKY
How 'bout the snakes?

ADRIAN REMAINS SILENT.

ROCKY
Scary?

ADRIAN
Not really.

ROCKY
On the whole I think I'm more suited for my line of work.

ADRIAN
... Oh.

ROCKY
(Trying to arouse interest) Yeah it's an interestin' livin' - Variety.

ADRIAN
What is that?

ROCKY
(Picking at the pizza cheese on the bottom of the empty tray)
... Freelance.

ROCKY PICKS UP THE CHECK ... HE PULLS OUT HIS WAD OF ONE'S WITH THE TWENTY WRAPPED AROUND THE OUTSIDE ... ADRIAN LOOKS AT THE MONEY AND ROCKY SWELLS IN SELF ESTEEM.

SCENE 28

ROCKY AND ADRIAN LEAVE THE PIZZA PARLOR AND STEP ONTO THE STREET ... THEY PASS A BLACK MAN STANDING BEHIND A SOFT PRETZEL STAND.

ROCKY
... Which way to Newark?

MAN
Say what?

ROCKY
Newark - Which way? That way?

ROCKY POINTS AND THE PRETZEL MAN LOOKS ... ROCKY REACHES BEHIND HIS BACK AND SNATCHES TWO PRETZELS.

MAN
Hey, man, I dunno where's Newark.

ROCKY
Thanks - Ya tried.

ROCKY AND ADRIAN TURN THE CORNER ... HE HANDS HER A PRETZEL.

ROCKY
I've been usin' the same line since
I was twelve ... (Gestures toward Heaven)
I'll probably be punished some day.

SCENE 29

ROCKY AND ADRIAN ARE AT A BOWLING ALLEY IN CENTER CITY ... THE PLACE IS CROWDED. THE NOISE DEAFENING ... ADRIAN HAS JUST COMPLETED ROLLING ... SHE IS EXCELLENT.

ROCKY
Nice, Adrian - Where'd ya learn this?

ADRIAN
I bowl with my mother twice a week.

ROCKY
Oh, (Standing) Like I was tellin'
ya before, fightin' useta be tops
with me, but nothin' ever happened.

ROCKY BOWLS AND IT CAREENS DOWN THE GUTTER ... IT DOES NOT BOTHER HIM.

ADRIAN
(Warmly) How do you mean?

ROCKY
All I wanted to prove was that I was a good Pro.

ADRIAN
And you never got the chance?

ROCKY
I'm not cryin' ... I still fight. Do it like a hobby.

ADRIAN
That makes me feel bad.

ROCKY
(Laughs) Hey, don't you feel bad - I feel bad enough for both of us - Besides I'm a south paw. Most people won't fight a south paw.

ADRIAN SMILES AND SIPS HER BEER ... ROCKY BOWLS AGAIN. HE KNOCKS DOWN TWO PINS.

ROCKY
Things probably worked out for the best, right?

ADRIAN
(Standing) But you never had a chance to prove that.

ROCKY
That's very true.

ROCKY REMOVES TWO CRUMPLED PHOTOS FROM HIS WALLET.

ROCKY
(With pride) ... That's me fightin' Irish Charlie Flynn - An' that's me fightin' Big Baby Crenshaw, I lost, but it's a nice picture ... Oh, I'm in your way.

ADRIAN PICKS UP A BALL AND IS ABOUT TO ROLL ... ROCKY STEPS BEHIND HER.

ROCKY
... I hit hard, real hard, but I was too small. My arms were too short - I got hit alot, an' bled - After some fights I was a mess. Besides, nobody wants to fight a south paw - I better sit down an' let ya roll.

ROCKY SITS. ADRIAN ROLLS AND SCORES A STRIKE. SHE RETURNS TO THE TABLE.

ROCKY
You're great - Y'know how I got started in fightin'?

ADRIAN
By accident?

ROCKY
Not quite - My ol'man, who was never heavy upstairs, (Taps his temple) told me I wasn't born with much of a brain, so I better start usin' my body.

FOR THE FIRST TIME ADRIAN LAUGHS.

ROCKY
What's funny?

ADRIAN
My mother told me just the opposite. She said, "You weren't born with much of a body - You better develop your brain."

ROCKY LAUGHS AND ROLLS. HE FACES ADRIAN.

ROCKY
Ya sure we don't have the same mother an' father?

ROCKY'S BALL TRAVELS HALF-WAY DOWN THE LANE AND SLIDES INTO THE GUTTER.

SCENE 30

THE COUPLE NOW WALK THROUGH THE OLD MAMMOTH THIRTIETH STREET TRAIN STATION.

ROCKY
How come ya never talked to me before?

ADRIAN
I'm not sure.

ROCKY
'Cause you're very shy, ain't ya?

ADRIAN
Alittle.

ROCKY
Some people think it's a disease. But it don't bother me.

ADRIAN
It doesn't bother me.

ROCKY
Then why did I bother bringin' it up? 'Cause I'm dumb, that's why. (Laughs) Ain't this place great?

ADRIAN
It's beautiful.

ROCKY
This place probably has the best acapella echo in the world.

ADRIAN
D'you sing?

ROCKY
A little bass - Nothin' professional.

ADRIAN
I've always envied singers.

ROCKY
Well, this station is set up so I can bass an' the sound takes so long to get back I can sing the high part too -

ROCKY CUPS HIS HANDS AND SINGS A LINE FROM THE RECORD, "I ONLY HAVE EYES FOR YOU."

ROCKY
(Singing bass) 'Shee blup blup - Ooo shee blup blup' (Singing high) 'My love must be kind of a blind love, I can't see anyone but you.'

ADRIAN
(Delighted) That was wonderful! I love that song.

THEY BOTH IGNORE THE PASSERS-BY THAT STARE RUDELY.

ROCKY
Now you sing the high part.

ADRIAN
No, I couldn't.

ROCKY
C'mon, take a chance - 'Shee blup blup - Ooo shee blup blup'.

ADRIAN
(Sourly) 'Our love must be kind of a blind love-'

ROCKY
Terrific!

ADRIAN
Really?

ROCKY
Oh yeah! - You have a future in acapella.

ADRIAN
I better practice before my next concert.

ROCKY SMILES AND THEY MOVE TOWARDS THE SIDE EXIT ... ROCKY OBSERVES A DERELICT SLEEPING ON A BENCH ... ROCKY'S FACE REVEALS A SLIGHT BUT TRUE HINT OF FEAR.

ADRIAN
What's wrong?

ROCKY
... I gotta tell ya somethin'. The one thing I'm afraid of in this world is endin' up on a bench.

ROCKY TAKES HER ARM AND GUIDES HER AWAY.

SCENE 31

ROCKY AND ADRIAN STROLL THROUGH HIS NEIGHBORHOOD. THEY PASS A GROUP OF MEN. THEY ARE DINO, TONY, BOBBY AND PHIL WHO WERE SINGING ACAPELLA THE NIGHT BEFORE ... THEY ARE HIGH.

TONY
Yo, Rock - What you up to?

ROCKY
Tryin' to make a livin'.

DINO, THE MOST DRUNK AND CHUNKY MEMBER OF THE GROUP STEPS FORWARD.

DINO
Since when did you buy a dog?

ROCKY
... What dog?

THE MEN LOOK AT ADRIAN AND LAUGH.

DINO
He don't know whether to kiss her or curb her.

THE VEINS IN ROCKY'S NECK BULDGE.

ROCKY
You owe an apology.

DINO
(Slurring) Shove it - Hey, Rover!

ROCKY
Lighten up, huh.

DINO SHOVES ROCKY.

ROCKY
Y'know, everybody wants to fight me today.

ANOTHER MEMBER OF THE GROUP, BOBBY STEPS BETWEEN THEM.

BOBBY
Yo, Rocky, we're doin' some drinkin' here. We're ya friends - Whatta ya say, Rock - Let's sing.

DINO
(Bellowing) I say ya nothin'!

ROCKY
What's with him?

BOBBY
(Low) ... He was laid off today.

TONY
How 'bout forgettin' what was said 'bout the broad.

ROCKY
It's forgotten - But I don't want you guys puttin' the needle to my girlfriend no more.

WHEN ADRIAN HEARS THE WORD GIRLFRIEND SHE GETS DIZZY WITH PRIDE ... NOBODY HAS EVER DEFENDED HER BEFORE.

ROCKY APPROACHES ADRIAN AND GENTLY TOUCHING HER ELBOW GUIDES HER AWAY.

SCENE 32

ROCKY AND ADRIAN ENTER HIS ONE ROOM APARTMENT ... SHE IS NERVOUS AND TAKEN ABACK BY THE BLEEKNESS OF THE ROOM ... EVERYTHING IS WORTHLESS.

ROCKY
Would you care for some water or somethin'?

ADRIAN
... No thanks.

ROCKY TURNS ON HIS CHEAP RECORD PLAYER ... HE MOVES TO THE TURTLE BOWL.

ROCKY
Here's the guys I was tellin' you about - (Grabbing a turtle) This one is, 'Cuff'an' the other's named, 'Link.'

ADRIAN
D'you have a phone?

ROCKY
(Slightly embarrassed) I had it pulled. People callin' all the time. Who needs it - Who d'you wanna call?

ADRIAN
My mother - I want to let her know where I am.

ROCKY
(Lame joke) Time to go bowlin' with ma?

ADRIAN
What?

ROCKY
Nothin' - D'you really wanna call your mother?

ADRIAN
Yes, I do.

ROCKY
You sure?

ADRIAN
Yes.

ROCKY
Why? Habit?

ADRIAN
I don't know.

ROCKY
I'll call your mother -

ROCKY FLINGS OPEN THE WINDOW AND BELLOWS LIKE A FOG HORN.

ROCKY
!!Yo, ma - Ya daughter's okay!
I'll call ya again later.

ROCKY CLOSES THE WINDOW AND FACES THE WOMAN ... SHE IS NOT SMILING. SHE LOOKS FRIGHTENED.

ROCKY
What's the matter? Ya don't like the apartment?

ADRIAN
It's fine.

ROCKY
It's only temporary.

ADRIAN
It's not that -

ROCKY
What's the problem? You don't like me - Don't like the turtles - What is it?

ADRIAN
I don't think I belong here.

ROCKY
It's okay.

ADRIAN
No, I don't belong here.

ROCKY
It's alright - You're my guest.

ADRIAN
... I've never been in a man's apartment before.

ROCKY
(Gesturing) You picked a beauty to start with.

ADRIAN
I'm not sure I know you well enough - I'm not comfortable.

ROCKY
Yo, I'm not comfortable either.

ADRIAN
(Standing) I should leave.

ROCKY
But I'm willin' to make the best of this uncomfortable situation.

ADRIAN MOVES TO THE DOOR ... ROCKY INTERCEPTS HER.

ROCKY
(Softly) Would you take off your glasses.

ADRIAN
(Dumbstruck) What?

ROCKY
The glasses ... Please.

SHE AWKWARDLY REMOVES THE GLASSES AND CLUTCHES THEM TIGHTLY.

ROCKY
Much better - You've got nice eyes.

ADRIAN
(Timidly) ... T-thankyou.

ROCKY
Would you do me another favor?

ADRIAN
... What?

ROCKY
Could ya let the hair down?

ADRIAN
Why are you doin' this?

ROCKY
(Almost a whisper) ... 'Cause I want ya to be my girlfriend.

AFTER A MOMENT ADRIAN LOWERS HER HAIR ... SHE IS BECOMING RATHER PRETTY.

ROCKY
A movie star.

ADRIAN
Don't tease me.

ROCKY
... I like ya too much to tease.

THE WOMAN MELTS INTO THE CORNER AND BEGINS LIGHTLY SOBBING ... ROCKY STEPS FORWARD AND FENCES HER WITH HIS ARMS AND BODY.

ROCKY
I wanna kiss ya - Ya don't have to kiss me back if ya don't feel like it.

ROCKY SOFTLY KISSES THE WOMAN ... HER ARMS HANG LIMP. HE PUTS MORE PASSION INTO THE KISS AND SHE STARTS TO RESPOND. HER HAND GLIDES LIKE SMOKE UP HIS BACK. SHE EMBRACES HIS NECK. THE DAM OF PASSION ERUPTS. SHE GIVES HER SELF FREELY FOR THE FIRST TIME IN THIRTY YEARS.

SCENE 32

THE FOLLOWING DAY ROCKY STROLLS DOWN THE STREET TO GOLDMILL'S GYM ... OUT FRONT A GROUP OF YOUNG BLACKS STOP TALKING AND STUDY ROCKY AS HE PASSES. ROCKY'S EYEBROWS KNIT IN CONFUSION.

ROCKY CLIMBS THE STAIRS AND ENTERS THE GYM ... IN A MATTER OF SECONDS HIS PRESENCE IS KNOWN AND THE ATHLETES STARE IN WONDERMENT ... THE BIG BLACK HEAVYWEIGHT CONTENDER, DIPPER, THROWS DOWN HIS TOWEL IN DISGUST AND TURNS AWAY.

CHICO, THE YOUNG LIGHTWEIGHT, STEPS OUT OF THE LOCKERROOM AND SEES ROCKY ... HIS DARK FACE EXPLODES.

CHICO
Hey, man - What happened?

ROCKY
'Bout what?

MICKEY GOLDMILL STEPS OUT OF HIS OFFICE ...

MICKEY
Did ya get the message, kid?

ROCKY
No, Message - What message?

MICKEY PULLS OUT A CARD FROM HIS BREAST POCKET ... HE HANDS IT TO ROCKY.

MICKEY
A Rep from Miles Jergens' Promotions was lookin' for ya - Heard they need sparrin' partners for Creed.

ROCKY
Ya puttin' me on?

MICKEY
Here's the card.

ROCKY
When was they here?

MICKEY
'Bout an hour ago.

ROCKY
Bet they're lookin' for sparrin' partners for Creed.

MICKEY
... I said that before.

ROCKY
Spar with a Champion - I'd do it for free!

ROCKY TURNS FROM MICKEY AND JOGS OUT OF THE GYM. ROCKY SPRINTS DOWN THE STREET AND AROUND THE CORNER.

SCENE 33

ROCKY ARRIVES AT A BUS STOP JUST AS THE BUS VEERS TO THE CURB.... HE JUMPS ON AND RUMBLES AWAY.

SCENE 34

ROCKY STEPS OFF A BUS IN MID-TOWN PHILADELPHIA. HE HURRIES DOWN BROAD STREET. EVERY FEW STEPS HE BREAKS INTO A TROT ... HE ENTERS A SKYSCRAPER. HE RUNS HIS FINGER DOWN THE BUILDING DIRECTORY.

ROCKY EXITS THE ELEVATOR AND ENTERS THE OFFICE OF MILES JERGENS' PRODUCTIONS.

THE SECRETARY IS SLIGHTLY STARTLED BY ROCKY'S EXCITED EXPRESSION.

SECRETARY
May I help You?

ROCKY HANDS HER THE BUSINESS CARD.

SECRETARY
Your name, please?

ROCKY
Balboa, Rocky Balboa.

THE SECRETARY RISES AND ENTERS JERGENS' OFFICE ... ROCKY EYES THE MULTITUDE OF SPORTING PICTURES HANGING ON ALL FOUR WALLS.

THE SECRETARY RETURNS.

SECRETARY
You may go in.

ROCKY COLLECTS HIMSELF AND ENTERS ... MILES JERGENS WARMLY GEEETS HIM.

JERGENS
Hello, Mr. Balboa - I'm Miles Jergens - Please, have a seat.

ROCKY
... Thanks.

JERGENS
Mr. Balboa -

ROCKY
(Overriding) - Rocky.

JERGENS
Rocky, do you have any representation? - A manager?

ROCKY
No - Just me.

JERGENS
Rocky would you be interested in -

ROCKY
Sparrin'?

JERGENS
Excuse me?

ROCKY
I know you're promotin' an' need sparrin' partners - I'm very available.

JERGENS
I bet you are.

ROCKY
Absolutely - Sparrin' with the Champ would be an honor - I'd like to be involved in this fight any way I can - Y'know what?

JERGENS
What?

ROCKY
I wouldn't take no cheap shots - I'd be a good sparrin' partner.

JERGENS SEEMS VERY AMUSED ... HE LIGHTS A CIGAR.

JERGENS
... Rocky, would you be interested in fighting Apollo Creed for the Championship?

ROCKY
(Incredible pause) ... Ya puttin' me on?

JERGENS SMILES AND SETTLES BACK IN HIS HUGE CHAIR.

THE SCENE DARKENS AND RISES ON A LARGE CROWD THAT HAS GATHERED AT THE OFFICE OF THE PHILADELPHIA ATHLETIC COMMISSION ... SEATED AT THE LONG TABLE IS APOLLO CREED AND HIS LAWYER, BUSINESS ADVISORS, AND EVERPRESENT BODYGUARDS, WHO STAND DIRECTLY BEHIND HIM.... MILES JERGENS IS PRESENT ... ROCKY SITS CONSPICUOUSLY ALONE. ANXIOUS REPORTERS AND MINI CAMERAMEN OCCUPY THE REMAINDER OF THE ROOM.

APOLLO IS CHATTING WITH REPORTERS ... ROCKY STARES AT THE GREY AROUND APOLLO'S TEMPLES.

THE GREY HEADED COMMISSIONER LEANS TO ROCKY.

COMMISSIONER
Do you have legal counsel, Mr. Balboa?

ROCKY
No.

COMMISSIONER
Do you have a business manager?

ROCKY
(Nervous laugh) Yo! - Yo' serious?

COMMISSIONER
Then we might as well commence with the signing.

THE SCENE FADES AND BECOMES A BLACK AND WHITE TELEVISION ... ROCKY AND ADRIAN ARE AT HER HOME WATCHING AN OLD BLACK AND WHITE TELEVISION ... THEY SEE ROCKY AND THE CHAMPION, CREED, SIGNING THE CONTRACT. AFTER SIGNING, APOLLO PLAYFULLY SHAKES HIS FIST UNDER ROCKY'S NOSE. ROCKY SMILES ... THE FILM NOW CUTS TO APOLLO BEING INTERVIEWED.

REPORTER #1
How d'you like the'City of Brotherly Love?'

APOLLO
I like City good - P'iladelp'ia old town wid good 'istory, mon - As a boy I did 'ere of Benjy Franklin.

APOLLO HAS TO MOVE TO THE SIDE TO AVOID A THRUSTING MICROPHONE.

REPORTER #2
Why did you agree to fight a man who has virtually no chance of winning?

APOLLO
Never did my mout' say t'is,mon - W'en two big men fight, you know, you goin' 'ave war - Anyone can get 'urt - Surprise can 'appen.

REPORTER #3
It is a coincidence that you're fighting a white man on the most celebrated day in the country's history?

APOLLO
... Dpn't like question, mon - Not polite.

REPORTER #1
What're your feelings about the challenger?

APOLLO
Nice mon - 'im Italian, you know.

REPORTER #1
What does that mean?

APOLLO
... Don't know (Smiles) Guess It mean if 'e no can fight - I bet 'e can cook - Just teasin'.

ROCKY AND ADRIAN LAUGH AT THE INTERVIEW ... PAULIE, HER BROTHER, TAKES OFFENCE.

PAULIE
Do me a favor - His lungs, punch them out.

ROCKY
Yo, relax.

ADRIAN
Paul, please.

ROCKY'S INTERVIEW NOW FILLS THE SCREEN. ROCKY SQUINTS AND LOOKS NERVOUS UNDER THE HOT LIGHTS.

REPORTER #2
This is your largest payday ever - How do you feel about it?

ROCKY
Feel? - I dunno ... Happy.

REPORTER #2
How will you fight Apollo Creed?

ROCKY
Ah - The only way I know how.

REPORTER #3
How's that?

ROCKY
(Softly) ... With my hands.

REPORTER #1
Where did you get the name, "Italian Stallion"?

ROCKY
...Invented it when I was eatin' dinner 'bout nine years ago

REPORTER #2
Is it true the most you've ever made in a prizefight is six hundred dollars?

ROCKY
... Five hundred.

REPORTER #2
And now your payday will be one hundred and fifty thousand dollars - Any comment?

ROCKY
Ah, it's very long bread - Listen, I wanna say hi to my girlfriend - Yo, Adrian Klein!

ADRIAN BLUSHES AND LAUGHS.

ADRIAN
Oh, Rocky!

PAULIE
(Dry) Christ.

ADRIAN
You didn't!

ROCKY
Sure I did. You heard.

THEY CONTINUE TO WATCH THE REMAINDER OF THE INTERVIEW ... THE HEAD COMMENTATOR IS LOOKING DIRECTLY INTO THE CAMERA.

COMMENTATOR
A Bi-centenial Fight - January first. It will be the first sporting event on our Two Hundreth Birthday and is already being called by many, the greatest mismatch in Sport's History - (Sarcasticly) What is a Rocky Balboa? At the State Athletic Commission, Larry Duggan reporting.

ADRIAN'S MOTHER STICKS HER HEAD OUT OF THE KITCHEN.

MOTHER
(Irate) ... The whole thing's disgusting - Why don't you go home.

ADRIAN
Mother!

PAULIE
Shut up, ma - Go in the kitchen an' close the door - Yo, Rock - How can you be calm?

ROCKY
Calm, how? Ya mean the fight?

PAULIE
That schmuck just called it the greatest mismatch in the world.

ROCKY
An' whatta I care what he says.

PAULIE
The papers too -

ROCKY
C'mon, Paulie - Before he become champ they said Creed was phoney an' was gonna get murdered every time he fought-

PAULIE
Level with me - Think ya have a chance?

ADRIAN IS NOT PLEASED WITH HER BROTHER'S CONVERSATION ... SHE SQUARELY FACES HIM.

ADRIAN
... In College Franklin Roosevelt finished last in his class.

ROCKY LOOKS AT HER AND SMILES.

SCENE 35

A SHORT WHILE LATER ADRIAN WALKS ROCKY DOWN THE FOUR FLIGHTS OF STEPS TO THE STREET ... ROCKY HAS HIS ARM AROUND HER SHOULDER ... AS THEY SPEAK THEIR VOICES ECHO UP THE STAIRWELL.

ROCKY
How'd ya like hearin' ya name on television?

ADRIAN
I was so shocked.

ROCKY
It sounded real nice.

ADRIAN
Why did you do that?

ROCKY
C'mon, you know why ... Well, tomorrow I start trainin'.

ADRIAN
What time should I expect you?

ROCKY
'Bout seven.

ADRIAN
I'll be waiting.

ROCKY KISSES HER FULLY AND STARTS OFF DOWN THE STREET ... HE STOPS AND BACKPEDDLES SEVERAL STEPS.

ROCKY
Y'know how I said that stuff on television didn't bother me?

ADRIAN
Yes.

ROCKY
It did - A little ...

HE TURNS AND HEADS HOMEWARD.

SCENE 36

LATER THAT NIGHT ROCKY WALKS DOWN A NEIGHBORHOOD STREET WITH MR. GAZZO AND HIS BODYGUARD.

GAZZO
Now you're gonna be a famous person - I'm glad for you, kid.

ROCKY
Y'know I won't be able to work for ya no more.

GAZZO
Hey - If a good man can make a better life, let him make it.

ROCKY
I feel bad about walkin'.

GAZZO
Take your shot, kid - You got money for trainin' expenses?

ROCKY
A few bucks.

GAZZO TAKES OUT A WAD AND PEELS OFF SEVERAL BILLS.

GAZZO
Five hundred - Pay me back when ya can.

ROCKY
With vig?

GAZZO LOOKS AT THE BODYGUARD AND SHAKES HIS HEAD AS IF TO IMPLY "WHY'S THIS GUY ASKING SUCH A FOOLISH QUESTION?"

GAZZO
(Smiles) ... No interest - Now you gonna win?

ROCKY
I'm gonna try.

GAZZO
Do me a favor.

GAZZO PATS THE FIGHTER'S SHOULDER.

GAZZO
Drink that eightball's blood.

GAZZO AND HIS BODYGUARD WALK OFF INTO THE DARKNESS ... THE BODYGUARD SPITS IN THE GUTTER.

BODYGUARD
... The nigger'll bury him.

SCENE 37

ROCKY RETURNS HOME AND ENTERS HIS APARTMENT ... AFTER TURNING ON THE LIGHT, HE FLIPS ON HIS RECORD PLAYER ... HE NOW FEEDS THE TURTLES.

ROCKY
Soon you punks'll be eatin' steak ...

ROCKY NOTICES TWO TELEGRAMS LAYING INSIDE THE THRESHOLD ... HE APPROACHES THEM WITH A SENSE OF AWE ... HE OPENS AND READS ONE. SETTLING ON THE BED, HE READS THE OTHER.

A KNOCK IS HEARD ... ROCKY OPENS THE DOOR ... MICKEY GOLDMILL, THE GYM OWNER, STANDS FRAMED IN THE DOORWAY.

MICKEY
(Stiffly) I seen the light ... I figure somebody was home.

ROCKY
Hey, Mickey - Whatta ya doin' here? ... Here, sit down.

ROCKY TOSSES SOILED CLOTHING OFF A MANGLED ARM CHAIR.

ROCKY
Best seat in the house - Hey, Mick, this is too much.

MICKEY
How do you mean?

ROCKY
I'm usta seein' ya at the gym - But seein' ya here, in my house, it's kinda outta joint.

BY THE MANNER IN WHICH GOLDMILL LISTENS IT IS OBVIOUS SOMETHING IMPORTANT IS PRAYING ON HIS MIND.

ROCKY IS SLIGHTLY UNCOMFORTABLE, ALMOST EMBARRASSED AT HAVING OUTSIDERS SEE HOW HE LIVES.

ROCKY
... Ya had to come on the maid's day off, right?

MICKEY
... Listen, Rock, you're a very lucky guy -

ROCKY
For sure.

MICKEY
What's happened is freak luck -

ROCKY
Freak luck for sure.

MICKEY
Look at all them other fighters - Real good boys. Good records. Colorful. Fight their hearts out for peanuts - But who cared? Nobody. They got it shoved in their backdoor - Nobody ever give them a shot at the title ... But you gotta shot.

ROCKY
(Uneasy) Freak luck is a strange thing - Want some water?

MICKEY DOES NOT HEAR THE QUESTION. HIS ATTENTION IS DRAWN TO THE TURTLES.

MICKEY
Whatta' those?

ROCKY
Turtles - Domestic turtles.

MICKEY
(Businesslike) Anyway - I'm here tellin' ya to be very careful with this shot. It don't come again - You need the best trainin' and advice you can get.

ROCKY
I'll try an' get it.

MICKEY LOOKS HARD INTO ROCKY'S EYES.

MICKEY
You need a manager. An advisor ... Sixty years in the business, I am. I've done it all, there ain't nothin' about pugilism that ain't up here. (Lights a half-smoked cigar)

ROCKY
(At a loss) ... Sixty years, huh.

MICKEY
(Stronger) Sixty years - My rep is known. A good rep can't be bought, but I don't have to tell you that .

ROCKY
You're a known person, Mick - Want some water?

MICKEY
No - Rocky, d'ya know what I done?

ROCKY
(Uneasy) ... What?

MICKEY
(Driving each word hard) I've done it all.

ROCKY
... Yeah.

MICKEY
I've seen everything. Believe what I'm tellin' ya - I even seen Philadelphia Jack O'Brien beaten to puddin' by Stanly Ketchel, 'The Michigan Assassin', March 26, 1909.

ROCKY
(Softly) ... I read somewhere he was shot.

MICKEY DEAFLY CONTINUES, BECOMING MORE ENGROSSED EVERY SECOND.

MICKEY
New years Eve, 1952 - I seen the only time Jake LaMotta's legs give way under a Danny Nardico right ... Jake the Bull ... And, Kid, I think Marciano' woulda beat the whole German Army in his prime. Christ, I remember that bastard. - Stay outta small planes

ROCKY POINTS TO HIS MOST PRIZED POSSESSION.

ROCKY
There's his picture.

MICKEY
Y'know, ya kinda remind me of the Rock. Ya move like'im.

MICKEY HAS RUNG THE BELL ... NOTHING COULD PLEASE ROCKY MORE THAN BEING COMPARED TO HIS IDOL.

ROCKY
Really think so?

MICKEY
Ya got heart.

ROCKY SHIFTS AGAINST THE WALL AND LOWERS HIMSELF INTO A CROUCH.

MICKEY
... Christ, I know this business - Rocky, I even remember when the middleweight jinx began - Startin' with Stanly Ketchel. Shot dead in 1910. Shot he was. Harry Greb an' Tiger Flowers diein' from bad eye operations - Quack bastards. Billy Pape, suicide in '36. Kid McCoy in '40 ... Al 'Bummy' Davis, a personal friend, almost let me handle him once. Killed in a Brooklyn Bar in '45 ... Cerdan, Sands, Don Lee, Bobby Horn takin' by way of freak accidents ... Turpin shot in '66 -Rocky I got knowledge. I wanna give that knowledge to you.

ROCKY RISES AND ABSENTLY BEGINS TOYING WITH THE TURTLES.

ROCKY
(Quietly) ... I needed ya ten years ago, Mick.

MICKEY
Respect I always treated ya with respect.

ROCKY
Didn't need respect - I needed coachin'.

MICKEY
I always knew ya had heart. I give ya a locker when ya needed it. I never charged ya.

ROCKY
... Ya gave it to Dipper.

MICKEY
(Almost begging) ... Rocky, I'm askin' like a man to be ya manager.

ROCKY
The fight's set - I don't need a manager.

MICKEY
I know more than anybody in Philly ... You can't buy what I know! Ya can't - Ya need critical eyes - Eyes like mine - I've seen it all!

ROCKY
Mick, I gotta take my shot alone. Can ya understand that?

MICKEY
Please, kid ...

ROCKY
(Tightly) What ya doin' ain't right - Ten years ago ya coulda helped me along - Ya didn't, whatever I got, I always got on the slide. This title shot's no different - I didn't earn nothin' - I got it on the slide.

MICKEY
If you wanted my help, why didn't ya ask? ... Just ask.

ROCKY
... I asked but ya never heard nothin'!

MICKEY'S STRENGTH SEEMS TO WANE WITH EVERY SECOND ... THE OLD MAN SLIPS TO THE FLOOR ... MICKEY KNEELS IN FRONT OF ROCKY, YET MAINTAINS A LOOK OF RIGID DIGNITY.

MICKEY
Sixty years in the business, an' I never had a winner - Rocky, I'm eighty-nine years old ... Your shot is my last shot.

ROCKY IS CHOKED AND GOES INTO THE BATHROOM AND CLOSES THE DOOR.

MICKEY STRUGGLES TO HIS FEET, AND LIKE A BEATEN MAN, LEAVES.

SEVERAL MOMENTS LATER ROCKY STEPS OUT AND LOWERS HIMSELF INTO BED ... SPRINGING UP A SECOND LATER, HE RUNS OUTSIDE.

ROCKY RACES UP THE BLOCK TOWARD THE SHADOWY AND HUNCHED FORM OF MICKEY GOLDMILL ... WAY IN THE DISTANCE WE SEE ROCKY STOP THE OLD MAN BENEATH A STREET LAMP ... HE PLACES AN ARM AROUND HIS SHOULDER.

SCENE 38

THE FOLLOWING MORNING ROCKY'S ALARM CLOCK GOES OFF AT EXACTLY FOUR A.M. ... NOT ACCUSTOMED TO RISING THIS EARLY WITH GREAT DIFFICULTY ROCKY STAGGERS TO HIS FEET AND WAVERS TO THE BATHROOM ... HE TURNS THE LIGHT ON. THREE MILLION ROACHES SCATTER, ANOTHER TWO MILLION DON'T BUDGE.

AT THE TOP OF THE MIRROR HANG THE TELEGRAMS ... ROCKY FILLS THE BASIN AND SUBMERGES HIS FACE IN COLD WATER.

ROCKY SWAYS TO THE ICE BOX AND REMOVES A DOZEN EGGS. HE CRACKS FIVE RAW EGGS INTO A GLASS AND DOWNS IT IN ONE SWILL ...HIS BODY QUIVERS.

SCENE 39

ROCKY STEPS OUTSIDE ... HE IS DRESSED IN A WELL-WORN SWEAT SUIT WITH A HOOD, GLOVES AND SNEAKERS ... IT IS PITCH DARK AND HIS STEAMING BREATH ATTESTS TO THE COLD.

HE BEGINS RUNNING DOWN THE CENTER OF THE DESERTED STREET. HE CAN ONLY BE CLEARLY SEEN AS HIS FORM PASSES BENEATH THE STREET LAMPS.

TWO GARBAGE MEN STOP HOISTING CANS TO WATCH HIM PASS.

SCENE 40

ROCKY PASSES CITY HALL AND VEERS TO THE RIVER ... HE PAUSES HEAVING GREAT GUSTS OF EXHAUSTED BREATHS ... HE THROWS SEVERAL LAZY JABS IN THE AIR AND WALKS AWHILE WITH HANDS ON HIS ACHING SIDES ... MEN DELIVERING THE MORNING PAPERS OBSERVE WITH AMUSEMENT.

ROCKY FORCES HIMSELF TO BEGIN RUNNING AGAIN.

SCENE 41

HEADING ALONG SPRING GARDEN STREET ROCKY PASSES BENEATH AN ELEVATED TRAIN STATION ... THE ROARING TRAIN OVERHEAD SEEMS TO BLEND PERFECTLY WITH HIS MUSCULAR RUNNING STYLE.

SCENE 42

THE SKY IS BEGINNING TO LIGHTEN ... THE FIGHTER NOW RUNS ALONG THE PIERS AND PAST ANCHORED FREIGHTERS. THE FILM GOES INTO SLOW MOTION. ROCKY'S TOIL IS CONTRASTED BY BEAUTIFUL CLASSICAL MUSIC THAT MAKES POETRY OUT OF THE SCENE.

SCENE 43

IT IS FIVE-THIRTY AND ROCKY APPROACHES THE LOADING PLATFORM BELONGING TO EASTERN PACKING COMPANY ... ALONGSIDE THE LOADING PLATFORM COME SEVERAL BOX CARS.

ROCKY MOUNTS THE RAMP AND KNOCKS ON THE METAL DOOR ... IT SOON OPENS AND PAULIE GUIDES HIM INSIDE.

PAULIE
How ya feelin'?

ROCKY
(Panting) The juice is flowin'.

PAULIE
I got coffee here.

ROCKY
Don't need it -

ROCKY NOTICES TWO PUERTO RICANS LOUNGING IN THE SHIPPING OFFICE ... PAULIE AND ROCKY ENTER.

PAULIE
This is the guy who's fightin' Apollo Creed.

JOSE
(Heavy accent) Good luck - Kill him, man.

PAULIE
Rocky'll be comin' by every mornin' to pick up some choice - Can't train on that store crap.

ROCKY SMILES AND PAULIE LEADS HIM OUT OF THE OFFICE AND TO THE LARGE METAL DOOR OF A WALK-IN REFRIGERATOR.

THEY ENTER. THE FREEZER RESEMBLES A MODERN TORTURE CHAMBER ... ROW UPON ROW OF HANGING SLABS OF BEEF STRETCH INTO THE DARKNESS TO THE FAR END OF THE REFRIGERTOR ... THE BLOWER OVERHEAD CAUSES THE MEN TO SPEAK LOUDLY.

PAULIE
(Teasing) If ya don't pay Gazzo, ya end up hangin' on the hook, right?

ROCKY
Gazzo's a good man.

PAULIE
How 'bout you talk to'im about me?

ROCKY
Keep this job, ya eat better.

PAULIE OPENS A JACK KNIFE AND IDLY JABS THE HANGING MEAT.

PAULIE
... Y'know, my ol'lady don't like ya - Thinks ya bad for my sister.

ROCKY
Whatta you think?

PAULIE
Sometimes my mother's right, sometimes she's wrong ... What's the story?

ROCKY
What?

PAULIE
The story - What's happenin'?

PAULIE SPEAKS LIKE A MAN WHO HAS BEEN MULLING THIS OVER FOR QUITE A WHILE.

PAULIE
Ya really like her?

ROCKY
Sure I like her.

PAULIE
(Nervous laughter) What's the attraction? I don't see it?

ROCKY
I dunno - She fills gaps.

PAULIE
What gaps?

ROCKY
(Shrugs) She got gaps. I got gaps - Together we fill the gaps.

PAULIE
(Sharply) You ballin' her?

ROCKY
Don't talk like that about ya sister.

PAULIE
(Tersely) C'mon, ya screwin' her?

ROCKY LOOKS HIM HARD IN THE EYE ...

ROCKY
(A threat) ... Cold in here, ain't it?

PAULIE GETS THE POINT ... HE STEPS FORWARD AND SLAMS HIS FIST IN A HANGING BEEF.

PAULIE
(Forced cheerfulness) ... You oughtta try this.

ROCKY WALKS UP TO A BEEF AND SLAMS HIS FIST INTO THE RIBS.

THE GROTESQUE OBJECT SWINGS IN A WIDE ARC LIKE A HANGING CORPSE ... ROCKY MOVES TO THE NEXT ONE AND HOOKS.

ROCKY'S FACE REVEALS A NEVER BEFORE SEEN CONCENTRATION, AS THOUGH HE WERE LOCKED IN TOTAL BATTLE.

PAULIE
Hit the rump. The rump! Ya'll break the ribs!

ROCKY SPEEDS UP AND CONTINUES POUNDING ON THE SECOND ROW OF BEEF ... PAULIE'S EYES WIDEN AND HIS FACE GRIMACES WITH EVERY PUNCH, LIKE HE WERE RECEIVING IT ... ROCKY MOVES INTO THE DARK RECESS OF THE REFRIGERATOR. ONLY THE DULL SOUNDS OF HIS POUNDING FISTS CAN BE HEARD.

ROCKY WORKS HIS WAY TO PAULIE AGAIN ... EVERY HANGING BEEF SWINGS AND APPEARS SURREALISTICLY ALIVE.

PAULIE
... Do that to Creed an' they'll take ya to jail for murder.

ROCKY LOOKS AT HIS HANDS. THEY ARE DRENCHED IN RED UP TO THE ELBOWS WITH BEEF BLOOD.

PAULIE HANDS HIM A PACKAGE OF BEEF.

PAULIE
Five pounds fresh choice. Enjoy.

ROCKY
... Thanks.

ROCKY TAKES THE PACKAGE AND RUNS OUT ... PAULIE'S EYES REVEAL A FEARFUL RESPECT AND SLIGHT RESENTMENT.

SCENE 44

THE SUN IS UP ... THE STREETS ARE FILLING ... ROCKY SPRINTS UP THE STEPS OF ADRIAN'S APARTMENT ... BEFORE ROCKY CAN KNOCK, THE DOOR OPENS. ADRIAN IS FULLY DRESSED AND LOOKING PRETTY.

ADRIAN
I heard you coming.

ROCKY KISSES HER AND HANDS OVER THE MEAT.

ROCKY
Good man your brother.

WITHOUT DELAY ADRIAN GOES TO THE KITCHEN ... THE PAN IS HOT AND THE TABLE IS SET. SHE PLACES TWO LARGE SLABS OF MEAT IN THE PAN.

ADRIAN
Rocky, can you eat all this?

ROCKY
All of it, yeah.

JUST THEN ADRIAN'S MOTHER ENTERS ... BEDRAGGLED AND FLUSHED, SHE IS A HOSTILE SIGHT.

MOTHER
Adrian.

ADRIAN
... Did we wake you?

MOTHER
Why is he here?

ADRIAN
Rocky?

MOTHER
I don't want you here - Go home!

ADRIAN
Mother!

ROCKY
(Politely) What's the matter? You don't like me? What did I ever do to you?

MOTHER
Out of my house - You're in a dirty business! I don't want you to dirty my daughter.

ADRIAN
Don't you dare say anymore!

MOTHER
(Shocked) See how she talks - From you she learn dirt. I'm calling the police.

THE MOTHER GOES INTO THE LIVING ROOM ... SHE BEGINS DIALING. ADRIAN FOLLOWS

ADRIAN
Please don't do this -

MOTHER
(Dials) He's dirt! I don't raise you to be with a street fighter! - Hello -

ADRIAN SNATCHES THE PHONE.

MOTHER
Are you crazy?!

ADRIAN
Let's talk.

MOTHER
Talk nothing - I want him away from here.

ADRIAN
Don't be like this - You'll like Rocky if you'll just try.

MOTHER
He makes a living beating people up (Shrill) Get him out! - Trash!

ROCKY IS LISTENING INTENTLY ... HE FLIPS THE STEAKS.

ADRIAN
(Breaking) You're saying things that I won't forget.

MOTHER
Forget! You forget what I went through to give you the best - Paulie's Paulie, But for you I wanted something special.

ADRIAN
He is special.

THE MOTHER TURNS TO ROCKY AND TENSES ... SHE HAS BEEN SAVING THIS UP.

MOTHER
He works for a loan shark - He breaks people's legs.

ADRIAN
That's a lie!

MOTHER
A leg breaker for a loan shark!
- Ask him.

ADRIAN
(Facing Rocky) Is it true?

ROCKY
Yeah - But I never broke a leg.

THE MOTHER HAS THE LOOK OF A VICTORIOUS BITCH ... SHE WAITS FOR HER DAUGHTER TO CRUMBLE.

MOTHER
What do you have to say now?

ADRIAN
... I think it's nice Rocky can hold two jobs at once.

THE MOTHER FLARES AND SLAPS ADRIAN.

MOTHER
Are you a virgin?!

ADRIAN
... What!?

MOTHER
You let him in your pants! Dirty girl!

COMPLETELY MORTIFIED, ADRIAN RUNS TO HER ROOM AND SLAMS THE DOOR ... ROCKY COMES OUT OF THE KITCHEN.

ROCKY
(Tightly) Let's get somethin' straight -

MOTHER
I don't want to hear -

ROCKY GRABS HER GENTLY BUT FIRMLY BY THE FRONT OF THE BATHROBE.

ROCKY
I'm gonna say this one time - Ya might not have no respect for <u>your</u> daughter, but ya better have some respect for <u>my</u> girlfriend ...

ROCKY'S EXPRESSION DRIVES THE POINT HOME ... THE MOTHER DEFLATES.

ROCKY GOES TO THE BEDROOM. ADRIAN IS SOBBING ON THE BED. HER FACE IS BURIED IN A PILLOW AND SHE IS ROCKING SLIGHTLY ... HE CRADLES HER AND KISSES HER CHEEK.

ROCKY
(Almost a whisper) ... Hey, ya wanna hear a dirty joke?

ADRIAN NOW BREAKS INTO SLIGHT EXHAUSTED LAUGHTER ... SHE LOOKS INTO ROCKY'S EYES.

ADRIAN
(Low) ... Yes, I would.

<u>SCENE 45</u>

GOLDMILL'S GYM IS FILLED TO CAPACITY ... THE NOISE IS CONTINUOUS. HYPNOTIC. MANY EYES ARE ON ROCKY ... HE IS HITTING THE HEAVY-BAG ... MICKEY GOLDMILL WATCHES LIKE A HAWK.

HE STEPS FORWARD AND REMOVES A PIECE OF STRING FROM HIS POCKET.

MICKEY
(Passionate) Stop! Stop! I can't stand it! It's clumsy - You're off balance.

HE MOTIONS TO HIS BULLISH DAUGHTER, MIKE. HE HANDS HER THE STRING

MICKEY
Tie it to both ankles - Leave two feet of slack.

ROCKY
I never had good footwork.

MIKE COMPLETES THE TASK AND WANDERS OFF.

MICKEY
Forget the footwork - You're off balance. The legs are sticking everywhere. Marciano had the same problem, an' the string cured it. When you can hit and move without breakin' the string you'll have balance - You'll be a very dangerous person.

TWO YOUNG BOYS IN STREET CLOTHES INTERRUPT MICKEY.

BOY
Rocky, could we have your autograph?

ROCKY
... Sure.

MICKEY
(Irate) Don't you boys ever interrupt when I'm conductin' business, or I'll kill you both - Go away.

THE BOYS DEPART.

ROCKY
Yo, Mickey -

MICKEY
Autographs! - Ya wanna be a writer or a fighter - Let's work.

MIKE APPROACHES FROM ACROSS THE GYM.

MIKE
Dad, we got visitors.

MICKEY STRAINS HIS EYES TO SEE A GROUP OF REPORTERS AND NEWS CAMERAMEN ENTERING HIS GYM.

MICKEY
(Approaching) Can I help you guys?

REPORTER
(To cameraman) Set the camera angle from over there - (To Mickey) We're from Channel Seven - Covering the Pre-fight training.

MICKEY
I own the place.

THE REPORTER HAS A HUNDRED THINGS ON HIS MIND ... HE TURNS FROM MICKEY AND NODS TO HIS CREW ... THE OTHER TELEVISION CREWS RUSH TO SET UP.

SOUND MAN
Rolling here.

CAMERAMAN
Speed here.

REPORTER
(To the camera) We're here at Goldmill's Gym - A landmark of sorts since 1929 - The stench of toil permeates every corner. The sweat. A trademark of a unique profession ... Yet, the most unique fixture is an unknown heavyweight named, The Italian Stallion, Rocky Balboa.

THE CAMERA TURNS TO ROCKY.

ROCKY
(To Mickey) Should I do this?

MICKEY NODS AND ROCKY FACES THE GLARING LIGHTS.

REPORTER
So much has happened lately - Has it changed your life style much?

ROCKY
... People talk to me more.

REPORTER
How're you preparing for this Bi-centenial bout?

CHICO THE LIGHTWEIGHT YELLS OUT.

CHICO
He reads fuckin' History Books, man!

THE GYM EXPLODES WITH LAUGHTER.

REPORTER
(Flushed) We can cut that out later - Apollo Creed says he'll let you stay three rounds before he puts you away.

ROCKY
(Honestly) Apollo's a great fighter.

REPORTER
Do you feel you have a chance?

ROCKY
Maybe -

HE FACES MICKEY. MICKEY WHISPERS IN HIS EAR.

ROCKY
I'll tear his head off.

REPORTER
Do you have anything derogatory to say about the Champion?

ROCKY
Derogatory? Yeah, he's great.

OUTSIDE A LIMOSINE VEERS TO THE CURB IN FRONT OF THE GYM ... APOLLO CREED STEPS OUT FOLLOWED BY HIS CROWD ... THE GROUPS OF MEN STANDING AROUND THE GYM ENTRANCE NEARLY FAINT.

APOLLO NODS AT THE GAPING YOUTHS AND ENTERS THE GYM.

APOLLO
My name is Apollo Creed.

THE GYM FREEZES ... EVERYONE TURNS AND STARES IN WONDERMENT ... MICKEY GOLDMILL SHAKES HIS HEAD IN DISBELIEF. HE NOW REALIZES IT IS A PUBLICITY STUNT.

APOLLO
(Approaching Rocky) Plenty t'ings need be said 'bout dis Bicentenial fight ... I want world knowing I fight good mon. 'e deserve respect in newspaper due at'lete - Just 'cause mon is unknown, no need to be ungood.

ROCKY IS DUMBFOUNDED BY CREED'S ELECTRIC PRESENCE.

APOLLO
(To the cameras) Dis fight to be a classic! ... I pray it go down in History - The Bi-centenial fight: January first...

DIPPER, THE BLACK HEAVYWEIGHT CONTENDER STANDS IN THE FAR RING. THE ATTENTION ROCKY RECEIVES MAKES HIM A KILLER ...HE FACES HIS TRAINER.

DIPPER
Am I good, bro'?

TRAINER
Yo' great.

DIPPER
I'm great, but that pig is gettin' my shot.

APOLLO IS ANIMATED AND GATHERING STEAM.

APOLLO
Some people talk dis my last fight - 'cause my 'air go grey, but soul not grey an' mon fight wid soul not 'air.

EVERYONE LAUGHS INCLUDING ROCKY ... DIPPER MEANDERS ACROSS THE ROOM LIKE A LARGE SNAKE. HE BRUSHES PEOPLE ASIDE AND COMES UP BEHIND ROCKY. HE NUDGES HIM.... ROCKY THINKS IT'S AN ACCIDENT AND IGNORES IT.

DIPPER NUDGES IT HARDER ... ROCKY LOOKS QUESTIONINGLY.

DIPPER
(Purposely loud) Ya nothin', boy!

APOLLO STOPS HIS CHATTER IN MID-SENTENCE ... THE TELEVISION CREW SNAPS AROUND TOWARDS DIPPER.

DIPPER
That's right - I say ya nothin'!

MICKEY
What's happenin' here?

DIPPER
I'm happenin'! This pig iz takin' my shot - I iz a contender. He's nothin' but a pussy.

ROCKY
(Dumbstruck) Yo', Dipper, why're ya -

DIPPER
(Shaking his fist) Spar me in front of these television people - I'll knock ya ass to New Jersey!

DIPPER'S FAT BLACK TRAINER HOLDS OUT HIS HANDS AND DIPPER SLAPS THEM SOUL STYLE.

MICKEY
(To Dipper) You can forget about sparring, kid.

DIPPER
Yo' know I iz the best man here!

MICKEY
(Almost apologeticly to the crew) Why let Rocky here take a chance on cuttin' or breakin' a hand? - Take a shower, Dipper.

DIPPER
Don't mouth me old man, I'll knock yo' out too - C'mon, wop, spar me, let everybody see who's got the heat around here.

SILENCE LOOMS OVER THE GYM ... APOLLO IS APPREHENSIVE. THE SCENE IS BECOMING TOO REAL. THE FRIGHTENED TELEVISION CREW SLYLY BEGINS PUTTING AWAY THEIR EXPENSIVE EQUIPMENT.

DIPPER
(Insanely) Man, yo' best keep them cameras out!

DIPPER
Fight me, boy! Let Creed here see the kind of punk he's fightin'!

CHICO THE LIGHTWEIGHT LEANS CLOSE TO ROCKY.

CHICO
Don't chance it, man - He's sick.

MICKEY
This is gettin' outta hand - Rocky will fight in the ring January first, not here!

DIPPER
Yo' yellow old man.

MICKEY
Not yellow, cautious. (To the crew) See, it's very easy for a fighter to accidently hurt -

DIPPER SUDDENLY STEPS FORWARD AND SLAPS ROCKY VERY HARD ACROSS THE SIDE OF THE HEAD.... THE GYM BECOMES STONE COLD. DIPPER IS IN TOTAL COMMAND AND ENJOYING EVERY MOMENT OF IT.

DIPPER
If yo''re afraid to fight me, then get down an' kiss my feet, boy.

MICKEY LOOKS NERVOUSLY AROUND AND KNOWS IT'S ONLY SECONDS BEFORE THE BLOOD WILL RUN ... ROCKY STANDS MOTIONLESS.

MICKEY
(Softly) Let's take a walk, Rock. Please, don't take a chance. He wants to hurt you so you can't fight.

ROCKY SWALLOWS HIS PRIDE. HE STILL HAS THE STRING AROUND HIS ANKLES. HE STARTS TO SHUFFLE AWAY WITH MICKEY ... DIPPER STEPS FORWARD AND VICIOUSLY SLAPS ROCKY AGAIN.

CHICO JUMPS FORWARD.

CHICO
Why you tryin' to cut'im, man!

DIPPER CUTS LOOSE WITH A HOOK AND KNOCKS CHICO FLAT. THE ROOM REEKS OF FEAR ... APOLLO'S EYES FLICK BACK AND FORTH BETWEEN ROCKY AND DIPPER. APOLLO TAPS HIS BODYGUARDS AND THEY BEGIN TO EASE AWAY.

DIPPER
... Now, boy, kiss my feet.

ROCKY EYES HIS FRIEND LAYING ON THE FLOOR. HE SHUFFLES FORWARD AND STANDS BEFORE DIPPER.

DIPPER
(Almost a whisper) ... Kiss'em.

ROCKY LOOKS AT MICKEY THEN LOWERS HIS EYES TO DIPPER'S FEET ... DIPPER SMILES. ROCKY STARTS TO BEND TOWARDS THE SHOES. WITHOUT WARNING HE EXPLODES WITH A PAIR OF COMBINATIONS INTO DIPPER'S EXPOSED RIBS. A CRACK IS HEARD AND DIPPER SINKS TO THE FLOOR WRITHING IN PAIN ... THE ROOM IS SILENT EXCEPT FOR DIPPER'S MOANING.

APOLLO IS STUNNED BY THE SCENE. THE GYM HAS BECOME A VERY GLOOMY PLACE. HE EYES ROCKY WITH ADMIRATION AND A HINT OF APPREHENSION ... HE LEAVES.

MICKEY IS THE FIRST ONE TO SHAKE OFF THE CHILL ... HE SHAKES HIS FISTS AT THE REPORTERS AND PUTS HIS ARM AROUND ROCKY.

MICKEY
The kid's got cannons - Print that.

THE CROWD DISPERSES LEAVING DIPPER A PATHETIC AND BROKEN FIGURE LAYING ON A DIRTY GYM FLOOR.

SCENE 46

MICKEY IS IN HIS CLUTTERED OFFICE ABOVE THE GYM ... THE ROOM IS DARK. BLANKETS ARE TACKED OVER THE WINDOWS. ROCKY IS WATCHING 8M.M. MOVIES OF APOLLO CREED IN ACTION ... ROCKY WATCHES WITH INTENSE CONCENTRATION AS THE FIGHTER MOVES LIKE A HUGE DANCER AROUND THE RING.

MICKEY
His defense is great, can't lie 'bout that - You have a rollin' style. Can't retreat as fast - But your style ain't retreatin'.

THEY BOTH WATCH THE FLICKERING IMAGES.

MICKEY
See how he plays sometimes - Not smart. Drives his cornermen crazy. Nobody knows his next move - Him included.

ROCKY
... He's smooth.

THEY WATCH MORE ACTION ... CREED HAS A FIGHTER HELPLESS AGAINST THE ROPES.

MICKEY
Killer instinct - Ya both got the killer touch. Interestin'.

MICKEY
See that! - Right cross combination. Beautiful, but no steam - You've got the power. Rip the body. Creed's thirty-five. The older ya are the more it hurts.

THEY WATCH MORE ACTION.

ROCKY
His jab is impossible to slip.

MICKEY
You've got the power to cut him inside ... See how he's talkin' to the other fighter - Whenever a fighter talks, charge'em, it means his mind ain't on defense ...

THE SCENE FADES ON MICKEY'S VOICE AND ROCKY STARING TRANSFIXED AT THE IMAGES PROJECTING ON THE WALL.

SCENE 47

ROCKY IS BACK SKIPPING ROPE ... HE MOVES WITH SKILL. AFTER SEVERAL MOMENTS OF JUMPING, HE DROPS THE ROPE AND GOES TO WORK ON THE SPEED BAG ... SEVERAL FIGHTERS TRY TO INCONSPICUOUSLY OBSERVE HIS ROUTINE.

SCENE 48

NEAR SUNSET ROCKY JOGS UP TO HIS APARTMENT ... ENTERING THE BUILDING HE STOPS SHORT. ADRIAN COMES INTO VIEW.

ROCKY
(Weary but cheerful) Hey!

ADRIAN
Hey!

AS ROCKY APPROACHES HE SEES A MEDIUM-SIZED, SLENDER MONGREL CURLED AGAINST THE STAIRCASE ... THE DOG SEES ROCKY AND BECOMES EXCITED.

ROCKY
(Delightful) What's this?!

ADRIAN
To keep you company when you run.

ROCKY
This dog is mine? - Y'know I ain't had a dog since I was -

ADRIAN
Fourteen.

ROCKY
(Exhausted) Yeah, I told ya - Get'er from the Animal Shelter? (She nods) What's the name?

ADRIAN
Toots.

ROCKY
Yo, Toots - Toot, Toot, Tootsie, hello ...

ADRIAN
(Enjoying the moment) Open the door an' I'll show you the next surprise.

ROCKY
(Opening) Christmas is two weeks off.

THEY ENTER THE DISMAL APARTMENT ... ON THE FLOOR ARE AT LEAST TEN TELEGRAMS ... ROCKY SCOOPS THEM UP AND TOSSES THEM ASIDE ... NEXT TO THE DOOR IS A PILE OF OVER A HUNDRED TELEGRAMS.

ADRIAN
Don't you open them anymore?

ROCKY
They either say, 'Kill the nigger' or'Hope you die, Honky.' - What ya got in the bag?

ADRIAN STEPS TO THE WINDOW. SHE PULLS A PAIR OF SHORT, BUT LOVELY CURTAINS FROM A SHOPPING BAG ... THE COLORFUL CURTAINS GLARE IN THE DARK ROOM.

ADRIAN
Like?

ROCKY
Pretty - Real nice.

ADRIAN
Really - You don't think they're overly feminine?

ROCKY
No ... Nice.

ADRIAN PULLS OUT A SMALL CHRISTMAS WREATH ... ROCKY SMILES. HIS EYES SHOW WHAT HE FEELS FOR THIS WOMAN.

SHE REMOVES A LARGE PLASTIC FROG WITH A GAPING MOUTH.

ROCKY
Yo!

ADRIAN
A soap dish - And last.

ADRIAN PULLS OUT A T-SHIRT. SHE UNFOLDS THE GARMENT ... STENCILED ACROSS THE FRONT IS "WIN, ROCKY, WIN". ROCKY SMILES, BUT BEHIND THE SMILE IS UNCERTAINTY. ADRIAN PULLS OUT A SMALLER SHIRT FOR HERSELF.

ADRIAN
I thought it might be cute.

ROCKY
It's real nice.... We'll wear'em at dinner.

ROCKY SMILES AND TAKES THE SHIRT.

SCENE 49

THE FOLLOWING MORNING ROCKY RUNS IN THE PRE-DAWN LIGHT. HE LOOKS INSPIRED ... HE IS HOLDING A ROPE CONNECTED TO TOOTS' COLLAR ... CLASSICAL MUSIC SWELLS.

SCENE 50

AT THE GYM ROCKY POUNDS THE HEAVY-BAG WITH FIERCE DETERMINATION ... MICKEY APPROACHES WITH A BALD MAN OF FIFTY.

MICKEY
This is our cut-man - Benny Saperstein.

ROCKY IS SO ENGROSSED IN HIS WORKOUT HE QUICKLY NODS AND SMILES AND CONTINUES HIS EVER INCREASING, GRUELING TRAINING.

MICKEY
(To Benny) ... He's gonna do it.

ROCKY
I'm gonna do it!

SCENE 51

ROCKY IS RUNNING AT PRE-DAWN ... FOR EXTRA WEIGHT HE CARRIES HIS DOG CRADLED IN HIS ARMS ... HE PAUSES AT A STORE FRONT WINDOW AND DOES A FEW SECONDS OF SHADOW BOXING ... THE DOG BARKS ... HE LIFTS THE DOG AND CONTINUES.

SCENE 52

ROCKY POSES AT THE GYM FOR PHOTOGRAPHERS ... WHILE STRIKING A POSE CHICO SNEAKS UP FROM BEHIND AND PULLS DOWN ROCKY'S BAGGY BOXING SHORTS ... ROCKY LAUGHS THEN QUICKLY BECOMES SERIOUS AGAIN.

SCENE 53

ROCKY DASHES THROUGH THE MEAT HOUSE ... HE POUNDS THE HANGING BEEF AND RUNS PAST PAULIE WHO HANDS HIM A PACKAGE OF MEAT.

ROCKY
Did ya tell ya mother I was a collector?

PAULIE
I was drunk.

ROCKY
It's alright - Forget it.

PAULIE IS ALMOST AFRAID OF ROCKY'S GROWING INTENSITY. THE DOG JUMPS WILDLY AT THE PACKAGE.

SCENE 54

STEAKS AT ADRIAN'S HOUSE ... SHE STARES AS ROCKY LOOKS STONELY INTENSE AS HE EATS ...

ROCKY
I'm gonna split his head.

SCENE 55

MICKEY GOLDMILL IS SHOWING MORE FIGHT FILMS IN HIS OFFICE ... ROCKY STUDIES THE FLICKERING IMAGES WITH TREMENDOUS INTEREST ... ROCKY SNEERS AND SHAKES HIS FIST AT THE FILM.

SCENE 56

RUNNING ONCE AGAIN, ROCKY IS TRAILED BY SEVERAL YOUNGSTERS WHO SEEM TO IDOLIZE THE LOCAL FIGHTER.

SCENE 57

SKIPPING ROPE AND SHADOW BOXING AT THE GYM ... GOLDMILL HAS A JAR OF BUBBLES. HE BLOWS A STREAM OF BUBBLES AND ROCKY JABS AT THEM.

SCENE 58

AT THE MEAT HOUSE TAKING MEAT FROM PAULIE WITHOUT HARDLY AN ACKNOWLEDGEMENT ... ROCKY BEGINNING TO RESEMBLE A MACHINE.

SCENE 59

WOLFING DOWN THE STEAKS AT ADRIAN'S ...

SCENE 60

RUNNING ... ROCKY'S CROWD OF YOUNG TRAILING BOYS HAS TRIPLED.

KIDS
When ya gonna knock'im out?

ROCKY
(Running) Murder'im in the first round.

KIDS
For sure?

ROCKY
For sure!!

SCENE 61

IT IS CHRISTMAS EVE ... ADRIAN AND ROCKY ARE WATCHING A NEW PORTABLE BLACK AND WHITE TELEVISION. A RED BOW HANGS FROM THE ANTENNA ... A SMALL CHRISTMAS TREE STANDS IN THE CORNER. SEVERAL OPENED CHRISTMAS PACKAGES LAY BENEATH THE TREE ... ADRIAN IS WEARING A NEW BATHROBE. SHE IS CURLED ON THE COUCH WITH ROCKY. ROCKY'S DOG IS CURLED AT HIS FEET.

ROCKY'S EYES LOOK GLAZED ... HIS MIND FAR AWAY ... ADRIAN WATCHES THE TELEVISION, BUT IS AWARE OF ROCKY'S RESTLESSNESS.

ADRIAN
Is everything alright?

ROCKY
... Ah - No.

ADRIAN
What's wrong?

ROCKY
I gotta figger somethin' - (Stands)
I gotta go out for awhile -

ROCKY GRABS HIS COAT AND MOVES TO THE FRONT DOOR.

ROCKY
(To the dog) ... Come.

TOOTS PRANCES UP TO HER MASTER ... THEY DEPART.

SCENE 62

ROCKY ARRIVES AT GOLDMILL'S GYM ... HE UNLOCKS THE GYM'S DOOR. ROCKY AND THE DOG MOVE THROUGH THE EERIE SHADOWS OF THE GYM.

HE CLIMBS THE STEPS TO MICKEY'S OFFICE ... AFTER TURNING ON THE LIGHTS, HE QUICKLY CLEANS THE CLUTTERED DESK AND SETS UP THE PROJECTOR ... HE GOES TO THE CABINET AND REMOVES A STACK OF 8 M.M. FILMS. THE SCENE DARKENS.

SCENE 63

AN HOUR LATER ROCKY IS WATCHING THE FILM WITH INTENSE CONCENTRATION ... APOLLO IS DANCING EXPERTLY AROUND A SLOWER OPPONENT ... APOLLO THROWS A FLURRY OF PUNCHES.

ROCKY STOPS THE PROJECTOR AND RERUNS THE SCENE IN SLOW MOTION SEVERAL TIMES.

SCENE 64

SEVERAL HOURS LATER ROCKY IS ENGROSSED IN WATCHING ANOTHER APOLLO CREED FILM ... HE SITS MOTIONLESS. SOMETHING CATCHES HIS EYE ... HE SPRINGS AT THE PROJECTOR. HE RERUNS THE SCENE AND STOPS IT ON FREEZE FRAME.

ROCKY MOVES RIGHT UP TO THE FREEZE FRAME AND INSPECTS IT LIKE IT WERE A PRICELESS PAINTING ... HE BACKS OFF AND BEGINS WRITING ON A NOTE PAD.

SCENE 64A

ROCKY NOW SCRUTINIZES THE FILM OF THE MARCIANO-EZZARD CHARLES FIGHT ... IN THE DARK HE IMITATES MARCIANO'S STYLE.

SCENE 65

IT IS DAWN ... THE DOOR TO GOLDMILL'S GYM OPENS. ROCKY STEPS OUT AND JOGS AWAY WITH HIS DOG.

SCENE 66

ROCKY ARRIVES AT HIS APARTMENT ... ADRIAN IS ASLEEP ON THE COUCH ... HE LOWERS HIMSELF BESIDE HER. HER EYES OPEN.

ROCKY
(Softly) ... I can't do it.

ADRIAN
... What?

ROCKY
... I can't beat him.

ADRIAN
Apollo?

ROCKY
Yeah, I can't beat him.

ADRIAN
But - But you were so - Confident.

ROCKY
I was just sayin' it - I've been watchin' the films - Studyin' - He ain't got no weakness - He's the perfect fightin' machine.

ADRIAN
What're you going to do?

ROCKY
... I dunno.

ADRIAN
Oh, Rocky - You worked so hard.

ROCKY
It ain't so bad 'cause I was a nothin' before -

ADRIAN
Don't say that.

ROCKY
C'mon, it's true - But that don't bother me - I just wanna prove somethin' - I just gotta show me I ain't a bum ... It don't matter if I lose the fight. It don't matter if he opens my head... The only thing I wanna do is go the distance - Nobody's ever gone fifteen rounds with Creed - If I go the distance, an' that bell rings an' I'm still standin', I won't care about losin' the fight. I'll feel like a winner - I'll know I wern't just another bum from the neighborhood ...

ADRIAN TOUCHES ROCKY'S FACE ... THE FIGHTER GENTLY LOWERS HIMSELF BESIDE HIS WOMAN.

SCENE 67

IT IS THE OFFICIAL WEIGH-IN ... OFFICIALS STAND BESIDE THE SCALES ... ROCKY STANDS ALONGSIDE MICKEY.

CAMERAMEN ARE SETTING UP ... EVERY REPORTER IS GATHERED AROUND APOLLO CREED ... CREED IS ANIMATED.

REPORTER
What can we expect in the way of tactics?

APOLLO
... A secret weapon.

APOLLO SLIPS INTO HIS ROBE AND STARTS OFF TOWARDS THE DRESSING ROOM.

REPORTER
What is that secret weapon?

APOLLO
In West Indies we call sweat, wisdom an' a 'handful of luck.

APOLLO AND HIS CROWD MOVE OFF ... ROCKY AND MICKEY HEAD TOWARDS THE LOCKER ROOM IN THE OPPOSITE DIRECTION.

ROCKY
Gotta admit, the guy's witty.

SCENE 68

IT IS FIGHT TIME ... THE FIGHT LOCATION IS THE PHILADELPHIA SPECTRUM. IT IS FILLED TO CAPACITY AND DECORATED IN TONS OF PATRIOTIC RED, WHITE AND BLUE.

APOLLO CREED SITS IN HIS DRESSING ROOM. THE CONTRAST IN PERSONALITY IS DRASTIC ... HE IS SOMBER AND WITHDRAWN ... THE PEOPLE AROUND HIM REMAIN MOTIONLESS ... THE SCENE IS A PORTRAIT OF CONCENTRATION.

THE ATMOSPHERE IN ROCKY'S DRESSING ROOM IS DIFFERENT ... MICKEY AND CUT-MAN, BENNY SAPERSTEIN, TAPE ROCKY'S HANDS ... ADRIAN AND THE DOG ARE ALSO PRESENT.

MICKEY
How's that feel?

ROCKY
Good - (To Adrian) Sure ya don't wanna watch?

MICKEY
We gotta reserved seat.

ADRIAN
Will it bother you if I wait here?

ROCKY
Ya bring somethin' to read?

ADRIAN
Reading would be impossible.

ROCKY
I know what I'm doin' with the money.

ADRIAN
Tell me.

THE DOOR OPENS AND GAZZO AND HIS BODYGUARD ENTER.

GAZZO
Christ, ya gotta know the President to get in this place.

ROCKY
Adrian, this is my - Friend, Mr. Gazzo.

GAZZO
Hello - Listen, Kid, I want ya to know I'm with ya in the spirit ... You're Italian, I'm Italian, Italians are special people. Proud! Tonight you kill this man. You do whatever ya have to, 'cause ya gotta tell yo' kids you were a man who could not, would not be beat by an eightball.

THE DOOR OPENS AND A GUARD LEANS IN.

GUARD
It's time.

ROCKY
(To Adrian) ... I'm gonna stay the distance.

ROCKY KISSES ADRIAN AND PETS THE DOG ... HE TURNS TO GAZZO.

ROCKY
... I'm gonna stay the distance. (To Mickey) ... Where's my robe?

MICKEY REMOVES A NEW CARDBOARD BOX FROM THE LOCKER.

MICKEY
Got it kid, let's go.

ROCKY EXITS WITH MICKEY AND BENNY ... GAZZO STEPS INTO THE BATHROOM ... THE BODYGUARD WATCHES HIS BOSS CLOSE THE BATHROOM DOOR AND FACES ADRIAN WITH A BLAND EXPRESSION.

BODYGUARD
... Your boyfriend will be dead by the third.

ROCKY AND MICKEY START DOWN THE LONG CORRIDOR. AHEAD OF THEM ARE THREE SECURITY GUARDS. NOISE FROM THE ARENA FILTERS DOWN AND BECOMES LOUDER WITH EVERY STEP.

IT IS COLD AND ROCKY RUBS HIS BARE SHOULDERS.

ROCKY
Yo, Mick, can I have my robe?

MICKEY APPEARS TO BE IN A SLIGHT TRANCE AS THE EXCITEMENT BUILDS ... HE REMOVES A BEAUTIFUL ROBE FROM THE CARDBOARD BOX THAT HE CARRIES UNDER HIS ARM ... ROCKY IS FLABBERGASTED AT THE SIGHT OF THE EXPENSIVE GARMENT. THEY KEEP WALKING.

ROCKY
You didn't have to spend all your money on this.

MICKEY
Spend nothin' - Didn't spend a penny.

MICKEY HELPS ROCKY SLIP INTO THE SILKY ROBE.

MICKEY
... It's a gift from some fans.

ROCKY
I'll have to write'em.

THE STUNNIG ROBE IS NOW ON ... ACROSS THE BACK, EMBROIDERED IN FLAMING LETTERS IS,

"THE ITALIAN STALLION"

PENNZOIL

MICKEY
Ya gettin' thirty-five thousand dollars for wearin' this robe.

ROCKY
How come?

MICKEY
... Ask me tomorrow.

SCENE 69

A WEDGE OF UNIFORMED GUARDS KNIFE DOWN THE AISLE TO THE RING ... MANY PEOPLE WISH ROCKY WELL AS HE PASSES ... PEOPLE ALSO HURL INSULTS. FROM THE EXPRESSION ON MICKEY'S FACE IT IS ALSO THE GREATEST NIGHT OF HIS LIFE ... IN THE AUDIENCE ARE FAMILIAR FACES FROM THE NEIGHBORHOOD.

FROM THE BACK OF THE ARENA A ROAR GOES UP ... APOLLO CREED DANCES TOWARDS THE RING. THE NOISE BUILDS TO DEAFENING PORPORTIONS. CREED'S TRAINER HOLDS THE ROPE AND CREED BOUNDS INTO THE RING. IT IS CLEARLY SEEN THAT APOLLO CREED IS GARBED IN AN OUTRAGEOUS UNCLE SAM OUTFIT ... ON HIS HEAD IS A RED, WHITE AND BLUE SEQUINED TOP HAT. THE ROBE IS SEQUINED RED, WHITE AND BLUE. HIS BOXING TRUNKS ARE RED, WHITE AND BLUE SILK WITH STARS AROUND THE WAISTBAND. THE BOXING SHOES MATCH THE TRUNKS.

IMMEDIATELY HE BEGINS GRACEFULLY DANCING IN A WIDE CIRCLE.

MICKEY
Don't let'im get you tight.

ROCKY
How much ya think that outfit cost?

THE ANNOUNCER STEPS TO THE CENTER OF THE RING ... SEVERAL MEN IN SUITS STAND AGAINST THE ROPES.

ANNOUNCER
Ladies and gentlemen - Welcome to the Bi-centenial Heavyweight Championship Fight ... We are very proud to have with us former Great Champions ... Ladies an' Gents, 'The one and only "Manassa Mauler" - Jack Dempsy!'

THE CROWD ROARS AND JACK DEMPSY WAVES AND GOES TO CREED'S CORNER THEN ROCKY'S.

DEMPSY
Good luck, Kid. (Moves off)

ROCKY
(To Mickey) Christ, Jack Dempsy.

THE ANNOUNCER POINTS AND THE TIMEKEEPER RINGS THE BELL.

ANNOUNCER
Former Middleweight Champion, "The Bronx Bull" - Jake LaMotta!

JAKE LA MOTTA RAISES HIS FIST AND GIVES BEST WISHES TO BOTH CONTENDERS ... TIMEKEEPER RINGS THE BELL.

ANNOUNCER
The man with The Big Punch - - Everybody's favorite "The Brown Bomber" - Joe Louis!

JOE LOUIS BOWS AND STEPS TO CREED'S CORNER. CREED STRIKES A BOXING POSE AND LOUIS TOSSES A PLAYFUL PUNCH.

ROCKY
... They must be friends.

THE TIMEKEEPER RINGS THE BELL.

ANNOUNCER
... Now for the evening's main event - In the corner to my right, The Challenger, wearing black trunks - At one hundred an' eighty-nine pounds, one of Philly's own sons - "The Italian Stallion", Rocky Balboa!

A GOOD CROWD RESPONSE.

ANNOUNCER
In the far corner, wearing red, white an' blue - Weighing in at Two hundred and twenty pounds - Undefeated in forty-six fights - The holder of the title for an incredible eleven years, - The Jamaican Storm - Apollo Creed!

THE ARENA EXPLODES AND CREED PUTS ON A DISPLAY OF HAND SPEED.

THE REFEREE MOTIONS TO BOTH FIGHTERS ... THEY STEP TO THE CENTER OF THE RING ... AS THE REFEREE EXPLAINS THE RULES APOLLO TAUNTS ROCKY WITHOUT MERCY. ROCKY SMILES.

REFEREE
... Now come out fighting.

THE FIGHTERS RETURN TO THEIR CORNERS.

MICKEY
God Bless ya, Rock.

ROCKY
Thanks, Mick - I'm gonna try my best.

THE BELL RINGS ... CREED DANCES FORWARD TO ROCKY AS THOUGH HE CONSIDERS THE MAN AN AMATURE ... HE IS GREETED WITH AN UP-SWING HOOK TO THE JAW ... CREED IS DROPPED. THE ARENA EXPLODES. CREED'S EYES SHOW DISBELIEF. SO DO ROCKY'S.

ROCKY BACKS INTO HIS CORNER ... MICKEY YELLS TO HIM.

MICKEY
You can do it! Goddamnit you got the power!

REFEREE
Six! - Seven! - Eight! -

CREED IS UP ... HIS PLAYFUL ATTITUDE IS GONE ... HE IS NOW ALL BUSINESS. HIS LIGHTENING JAB STINGS ROCKY'S FACE REPEATEDLY.

APOLLO
... I mad, mon!

ROCKY CHARGES AND A TERRIFIC RIGHT CRASHES AGAINST APOLLO'S CHIN FOLLOWED BY AN UPPERCUT TO THE LIVER THAT CAUSES CREED TO CRINGE ...

APOLLO COUNTERS WITH JABS AND ROCKY WHIPS BRUTAL COMBINATIONS TO THE BODY. AT THE BELL APOLLO SENDS OVER A BLINDING RIGHT THAT BLOODIES ROCKY'S NOSE.

ROCKY
How am I doin'?

MICKEY
Real good - Ya nose is busted.

ROCKY
Don't hurt.

APOLLO DOES NOT SIT. HE STANDS AND CLOWNS WITH THE SPECTATORS TO PROVE HE IS NOT HURT.

APOLLO
(To trainer) ... Southpaw! You forgot to tell me! Southpaws bad luck, mon.

THE BELL FOR THE SECOND ROUND RINGS ... ROCKY RUSHES OUT FAST AND FURIOUS. APOLLO MELTS OUT A LEFT HOOK THAT RAISES A GOOSE EGG OVER ROCKY'S EYE ... APOLLO EMPLOYS FOOTWORK THAT DAZZLES ROCKY. HE HAS CLASS. HE STUDIES ROCKY AND EMPLOYS HIS LIGHTNING JAB WITH CUTTING ACCURACY. STILL ROCKY SHUFFLES AHEAD, BOMBARDING CREED'S MID-SECTION WITH HOOKS.

THE ROUND ENDS WITH APOLLO ASSAULTING ROCKY WITH BLINDING COMBINATIONS ... THE ROUND ENDS.

APOLLO STANDS IN HIS CORNER AND JOKES WITH THE FANS, BUT HE IS BEGINNING TO SHOW THE STRAIN FROM THE BODY PUNCHES.

ROCKY SITS AS MICKEY AND BENNY TRY TO REDUCE THE SWELLING AROUND HIS EYES.

MICKEY
What's happenin' out there?

ROCKY
We're gettin' to know each other - He can sure take a shot.

MICKEY
Go for the ribs.

ROCKY
... That guy's great.

ROUND THREE ... APOLLO COMES OUT DANCING. HE SKIPS AND SIDESTEPS ROCKY'S SLEDGEHAMMER HOOKS. AN EXPERT RING GENERAL, APOLLO USES THE RING FULLY. ROCKY KEEPS TEARING IN AND CREED MEETS THE BOMBING ATTACKS THAT CAUSE THICK SWELLING ... NEAR THE END OF THE ROUND ROCKY FIRES A PENETRATING PUNCH TO THE HEART.

THE WALLOP KNOCKS APOLLO OFF BALANCE ... THE CAMERA GOES TO A STEEP ANGLE SHOT FROM THE FLOOR, VERTICALLY UP APOLLO'S BODY. THE SCENE GOES INTO SLOW MOTION. ROCKY RELEASES A TERRIFYING UPPERCUT THAT OPENS A GASH UNDER CREED'S EYE. CREED'S FACE CONTORTS WITH EXCRUCIATION.

THE BELL SOUNDS. APOLLO'S CORNER WORKS FRANTICLY TO CLOSE THE WOUND ... THE RING DOCTOR INSPECTS THE CUT.

TRAINER
Bad?

DOCTOR
Deep, but passable.

APOLLO
(Staring at Rocky) ... Southpaws bad luck - Boy hit like stone.

ROCKY'S FACE IS IN VERY BAD SHAPE, NOT CUT, BUT WRETCHEDLY SWOLLEN AROUND THE EYES.

MICKEY
How you holdin' up, kid?

ROCKY
Fine ... Look at this crowd!

IN THE NEXT ROUND THE MEN ARE FIGHTING WITH APPALLING TENACITY. ROCKY RIPS AND TEARS INTO THE BODY ... APOLLO COUNTERS WITH A CEASELESS STREAM OF RAPIER-LIKE LEFTS ... THE CHALLENGER IS SERIOUSLY OUT CLASSED.

APOLLO
C'mon - Lemme cut yo'!

ROCKY WADES IN AND CREED EMPLOYS INCREDIBLE FOOTWORK. HE SETS HIMSELF AND CUTS LOOSE WITH A THUNDERBOLT RIGHTCROSS TO ROCKY'S ALREADY BROKEN NOSE. BLOOD SPRAYS FROM THE WOUND AND RED DROPLETS DRIP FROM HIS CHIN ... ROCKY TAKES A MERCILESS BEATING AND IS STAGGERED BY A TORRENT OF COMBINATIONS. ROCKY'S EYE IS CLOSED. BUT CREED CAN NOT DROP HIM...THE BELL RINGS.

MICKEY
Can ya see?

ROCKY
(Standing) Yeah, everythin' looks fine.

IN THE NEXT EIGHT ROUNDS APOLLO CUTS AND SLASHES ROCKY TO RIBBONS, BUT PAYS DEARLY ... BOTH HIS EYES AND LIPS ARE CUT. WELTS ACROSS HIS MID-SECTION ATTEST TO ROCKY'S BODY BATTERING ... ROCKY KEEPS GRINDING AHEAD. HE PLANTS A THUMPING LEFT OVER CREED'S HEART THAT MAKES THE CHAMP WINCE ... ROCKY IS GAME BUT LOSING ... THE BELL RINGS.

APOLLO'S CORNER IS IN TERMOIL ... THE CHAMPION IS DEFINITELY HURTING BADLY.

APOLLO
T'ink arm 'urt.

TRAINER
It might be broke - (To assistant) Get that Doctor.

APOLLO
No Doctor! - I gotta go with that man.

ROCKY'S EYES ARE SWOLLEN SHUT. HIS FACE A MASK OF AGONY.

MICKEY
Wanna keep goin'?

ROCKY
Open my eyes - Please, open my eyes!

MICKEY NODS TO BENNY. HE SECRETLY PLACES A SMALL RAZOR BETWEEN HIS INDEX AND MIDDLE FINGER. IN ONE SMOOTH MOVEMENT HE DRAGS THE RAZOR OVER THE BLOODWELTS AND QUICKLY COVERS THE DRAINING WOUNDS WITH A TOWEL ... IT IS DONE SO QUICKLY NO ONE IS EVER AWARE OF THE OPERATION.

THE BELL RINGS FOR ROUND THIRTEEN. ROCKY BORES IN CLOSE, BUT APOLLO STILL HAS SPRING IN HIS LEGS. HE SEEMS DETERMINED TO END IT THIS ROUND ... APOLLO CATCHES ROCKY FLUSH ON THE JAW. ROCKY IS STAGGERED. LIKE A WOLF, APOLLO CUTS LOOSE WITH PURE SAVAGERY. ROCKY IS DRIVEN AGAINST THE ROPES AND RECEIVES A DEVESTATING BEATING FROM THE CHAMPION ... AGAIN APOLLO CAN NOT DROP HIM ... ROCKY'S FRIENDS IN THE AUDIENCE GRIMLY OBSERVE HIM UNDERGOING SYSTEMATIC PUNISHMENT.

THE TIDE SUDDENLY TURNS. ROCKY DROPS LOW AND CATCHES APOLLO WITH A PAIR OF TERRIFIC BODY PUNCHES THAT SEEM TO DRIVE APOLLO'S DIAPHRAM UP TO HIS THROAT ... A CRACK IS HEARD. A GLAZE OF PAIN COVERS APOLLO'S EYES. IT IS ONLY A SUPREME EFFORT THAT KEEPS THE CHAMPION UPRIGHT ... THE BELL SOUNDS. APOLLO IS BADLY HURT. HE IS BENT OVER AS HE RETURNS TO HIS CORNER.

APOLLO
... Ribs broke.

BLOOD TRICKLES FROM THE CORNER OF APOLLO'S MOUTH.

TRAINER
Yo' bleedin' inside, man.

APOLLO
... Two rounds more.

TRAINER
Don't kill yourself - Let the Doctor stop the fight. You've won the fight on points.

APOLLO
... Don't talk.

ROCKY NO LONGER RESEMBLES HIMSELF ... HIS FACE HAS COMPLETELY BEEN BEATEN TO JELLY, BUT HIS MOOD IS BOYANT.

ROCKY
How do I look out there, Mick?

MICKEY
(Truly worried) Great, kid, great.

THE BELL RINGS AND ROCKY MOVES TOWARDS APOLLO. APOLLO FLICKS CLEAN JABS INTO ROCKY'S EYES ... THE ITALIAN WADES IN WITH PUNCHES THAT SEEM TO BULDGE OUT APOLLO'S BACK. CREED TAKES THE PUNISHMENT LIKE A STOIC.

BLOOD IS RUNNING FROM APOLLO'S MOUTH. IN THE CLINCH HE LEANS OVER ROCKY AND IT DRIPS DOWN THE ITALIAN'S NECK AND SHOULDERS. APOLLO SHEILDS HIS WOUND FROM THE RINGSIDE JUDGES AND CONTINUES TO FIGHT...THE BELL RINGS.

ROCKY RETURNS TO HIS CORNER ... THE DOCTOR LOOKS HIM OVER.

DOCTOR
One round to go - It's up to you.

ROCKY IS APPROACHING THE SUPREME MOMENT OF HIS LIFE. HE CAN NOT BE BOTHERED WITH PAIN OR DOCTORS.

ROCKY
I'm fine - Go away I'm gonna make it - I'm gonna make it!

MICKEY IS VERY DISTROUGHT OVER ROCKY'S DANGEROUS CONDITION

MICKEY
We gotta stop it - You can't win - Nobody can ever say you didn't give it a great shot.

ROCKY
(Impassioned) Please! I'll kill ya - Don't stop nothin'.

IN APOLLO'S CORNER CONDITIONS ARE NO BETTER. HIS FACE IS A MASS OF LUMPS.

APOLLO
(Mumbling with intensity) I'm in fight - I got knock 'im out - I not old, mon, I not old!

THE BELL RINGS ... APOLLO FLAMES OUT OF HIS CORNER AND EMPLOYS EVERY TRICK HE KNOWS TO LURE ROCKY INTO A VULNERABLE POSITION.

SLOW MOTION ... APOLLO FEINTS TO HIS LEFT AND ROCKY FALLS FOR IT. THE CHAMPION UNLEASHES A LETHAL BLOW TO THE SIDE OF THE HEAD THAT KNOCKS ROCKY'S MOUTHPIECE INTO THE SECOND ROW. ROCKY SAGS AGAINST THE ROPE IN A CRUCIFIXED POSITION. HE FEELS HIMSELF FALLING AND GRABS THE ROPES AND MANAGES TO SUPPORT HIMSELF ... STILL CONTINUING IN SLOW MOTION THE CAMERA RECORDS THE REFEREE REPLACING ROCKY'S MOUTHPIECE. THE INSANE FANS ARE ON THEIR FEET ... THROUGH HIS HAZY VISION ROCKY MANAGES TO CATCH A GLIMPSE OF THE LARGE OVERHEAD TIMER.

THIRTY-FIVE SECONDS TO GO.

ROCKY SNARLS AT APOLLO AND MOTIONS FOR HIM TO ATTACK ... APOLLO OBLIGES WITH A TEARING BURST OF RIGHTS AND LEFTS THAT HAVE KNOCKOUT WRITTEN ON EACH ONE ... ROCKY COUNTERS THE ASSAULT PUNCH FOR PUNCH.

ROCKY
(Screaming) !!Gimme ya best!

TEN SECONDS TO GO.

ROCKY
!!Gimme ya best!

BLOOD SPRAYS OVER THE ROPES AND ONTO THE RINGSIDE PHOTOGRAPHERS ... THEY WIPE THE SPECKS OF BLOOD FROM THEIR FACES AND ARE HORRIFIED ... THE FIGHTERS STAND TOE TO TOE AND DRAG EVERY LAST REMAINING DROP OF STRENGTH FROM THEIR BODY AND SOULS AND BEAT EACH OTHER WITHOUT MERCY. THEY LOOK HYPNOTIZED. THEY APPEAR TO HAVE ENTERED A DIMENSION FAR BEYOND BLOOD AND PAIN.

SIX
FIVE
FOUR
THREE
TWO
ONE!

THE BELL SOUNDS. THE ARENA EXPLODES WITH THUNDEROUS APPROVAL ... THE CORNER MEN RUSH TO THEIR FIGHTERS ... IN THE MIDST OF ALL THE CONFUSION BOTH FIGHTERS LOOK AT EACH OTHER WITH INCREDIBLE RESPECT. THERE THEY STAND, BLOOD DRENCHED GLADIATORS ON THE MOST DRAMATIC NIGHT OF THEIR LIVES ... AS THOUGH REACTING TO SOME UNSPOKEN COMMAND THEY BOTH STEP TOWARDS EACH OTHER AND EMBRACE.... APOLLO WHISPERS IN ROCKY'S EAR.

APOLLO
... You got soul, Mon.

ROCKY AND APOLLO SEPARATE.... MICKEY EMBRACES HIM. THE ANNOUNCER ENTERS THE RING AND THE MICROPHONE IS LOWERED.

ANNOUNCER
Attention, please! Attention!
... Ladies and Gentlemen tonight we have had the rare privilage to have witnessed the greatest championship fight ever fought.

THE CROWD ROARS.

ANNOUNCER
... We have a split decision!

APOLLO DID NOT EXPECT THIS. HE TENSES ... ROCKY LOOKS IN CONFUSION AT MICKEY. THE OLD MAN HOLDS HIS BREATH.

ANNOUNCER
Judge Walker scores it 9 - 6 Creed ... Judge Roseman scores it 8 - 7 Balboa.

APOLLO IS RIGID. FEAR RADIATES FROM HIS EYES. TO LOSE THE CROWN ON THIS NIGHT AFTER THE FIGHT HE FOUGHT WOULD KILL HIM ... A SILENCE HAS BLANKETED THE ARENA.

ANNOUNCER
Judge Conners scores it 10 - 5 Creed ... Winner and still Heavyweight Champion of the World, Apollo Creed!

THE CROWD ROARS ... CREED EXITS THE RING BUT BEFORE HE GOES TAKES ONE LAST RESPECTFUL LOOK AT ROCKY.

MICKEY PATS ROCKY'S NECK ... BENNY CUTS THE TAPE FROM HIS HANDS. MICKEY IS ON THE VERGE OF TEARS OF JOY.

MICKEY
I don't care what they say - You're a winner.

ROCKY SORELY SMILES AND LOOKS AT THE WAVES OF CHEERING FANS THAT CIRCLE THE RING AND REACH OUT TOWARDS HIM ... MICKEY GRABS ROCKY'S HAND AND RAISES IT. THE CROWD ROARS.

ROCKY
Yo, Mick.

MICKEY AND ROCKY LOOK AT EACH OTHER AND GRIN ... MICKEY HUGS ROCKY LIKE A SON. MICKEY RAISES ROCKY'S HAND AGAIN.

ROCKY TURNS AWAY FROM MICKEY AND PATS BENNY THE CUT MAN'S SHOULDER ... BENNY SMILES WEARILY. ROCKY STARES ACROSS THE RING AT APOLLO CREED, WHO STANDS VICTORIOUS, BUT HIS FACE AND BODY ARE BADLY DISTORTED ... THE TWO MEN LOCK STARES THAT REFLECT ADMIRATION.

APOLLO CLIMBS OUT OF THE RING AND THE FANS CRUSH FORWARD SCREAMING HIS NAME AND WAVING RED, WHITE AND BLUE BANNERS.

ROCKY ALSO CLIMBS OUT OF THE RING AND WAVES OF FRANTIC WELL-WISHING FANS RUMBLE FORWARD ... MICKEY'S EYES SHOW MOUNTING APPREHENSION AS THE FANS BECOME ABNORMALLY ACTIVE.

APOLLO CREED TRIES IN VAIN TO MOVE UP THE AISLE BUT THE FANS HAVE WHIPPED THEMSELVES INTO A FRENZY. THEY SHOVE THE POLICE ASIDE AND CLUTCH WILDLY AT CREED ... CREED'S ARMY OF BODY-GUARDS SWING ANGRILY AT THE CROWD BUT THEY ARE SOON ENGULFED BY SCREAMING WAVES OF HUMANITY. APOLLO IS SUDDENLY HOISTED INTO THE AIR AND IS BEING CARRIED ALONG BY A LEGION OF FANS.

ON THE OPPOSITE AISLE ROCKY IS EXPERIENCING THE SAME OVERWHELMING ADULATION BY HIS FANS BUT DOES NOT SEEM TO BE FRIGHTENED BY IT, LIKE APOLLO ... MICKEY TRIES HIS BEST TO CONTROL THINGS BUT HIS VOICE IS DROWNED OUT IN THE GROWING CLAMMOR ... THE FANS SHOVE THE GUARDS ASIDE AND HOIST ROCKY TO THEIR SHOULDERS.

ROCKY AND APOLLO'S FANS ARE AGRESSIVELY COMPETING AGAINST EACH OTHER ... APOLLO'S CROWD BEGINS CHANTING, "APOLLO!" "APOLLO!!" "APOLLO!!!"

ROCKY'S FANS COUNTER BY BELLOWING, "ROCKY!" "ROCKY!!" "ROCKY!!!"

BOTH ROCKY AND APOLLO ARE COMPLETELY AT THE MERCY OF THE CROWD. THEY ARE BEING PASSED OVERHEAD AND REMAIN HELPLESS AS THEIR BODIES FLOAT UP THE AISLE ON THE SEA OF HANDS ... THE CHANTING HAS REACHED DEAFENING PROPORTIONS.

ADRIAN IS SEATED IN THE DRESSING ROOM ... THE GROWING SOUND OF HUMAN VOICES FILTERS INTO THE ROOM ... WITH SLIGHT APPREHENSION SHE OPENS THE DOOR AND IS STARTLED AS THE UPROARIOUS NOISE DOUBLES ... SHE STEPS INTO THE HALLWAY AND IS FROZEN AS THE INCREDIBLE NOISE REVERBERATES DOWN THE STONE CORRIDOR ... AFTER A MOMENT THE NOISE BEGINS TO TAKE SHAPE AND SHE IS ABLE TO MAKE OUT THE CHANTING OF ROCKY'S NAME.

AT A LOSS AND FEARFUL THAT ROCKY IS IN DANGER SHE MOVES FORWARD, FIRST SLOWLY, THEN SPRINTING TOWARDS THE SOUND.

SHE IS ABOUT TO OPEN THE LARGE DOORS AT THE END OF THE CORRIDOR WHEN SUDDENLY THEY SWING OPEN WITH CYCLONIC FORCE AND HUNDREDS OF FANS SPILL INTO THE CORRIDOR LIKE HUMAN LAVA.

FEARFUL, ADRIAN BEGINS TO RUN IN THE OPPOSITE DIRECTION, BUT SUDDENLY STOPS. SHE WHEELS AROUND AND RUNS HEADLONG INTO THE CROWD. SHE ANGLES THROUGH THE MASS DETERMINED TO GET TO ROCKY.

SHE IS MANHANDLED AND SHOVED IN A MULTITUDE OF DIRECTIONS, BUT SHE KEEPS HER FEET.... SHE SEES HIM. IN THE DISTANCE ROCKY FLOATS INTO VIEW AND ADRIAN FLATTENS AGAINST THE WALL AND WAITS FOR THE PROCESSION TO PASS. THE PROCESSION APPROACHES AND SHE CLEARLY SEES ROCKY'S UNBELIEVABLY BATTERED, BUT SMILING FACE. HE APPEARS TO BE KING OF THE WORLD.

THE PROCESSION APPROACHES AND PASSES ADRIAN. SHE JUMPS ON HER TOES AND WAVES FRANTICLY BUT IS NOT SEEN. SHE SCREAMS ROCKY'S NAME ... SOMEHOW THE DELICATE VOICE KNIFES THROUGH THE RACKET AND REACHES ROCKY.

ROCKY FRANTICLY LOOKS IN ALL DIRECTIONS AND BARELY MANAGES TO SEE ADRIAN JUMPING UP AND DOWN WAVING. THE CROWD IS CARRYING HIM AWAY. HE ATTEMPTS TO LOWER HIMSELF BUT THE CROWD WON'T PERMIT IT. ROCKY INSTEAD TURNS OVER AND BEGINS CLIMBING ACROSS PEOPLES HEADS AND SHOULDERS. HE RESEMBLES A MAN TRYING TO GO UP ON A DOWN ESCALATOR. THE PEOPLE ARE JAMMED SO TIGHTLY TOGETHER ROCKY MANAGES TO CRAWL ACROSS THEM AND ARRIVE IN FRONT OF ADRIAN.

STILL SUSPENDED IN AIR ROCKY LEANS DOWN AND ADRIAN JUMPS UP AND THEY LOCK IN A SOLID EMBRACE ... THE SCENE FADES ON THE TWO AS THEY ARE SWEPT ALONG INTO THE GREATEST NIGHT ANYONE CAN REMEMBER.

THE END